### COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

07/22/2021

#### TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

#### HANOVER FOODS CORPORATION

I, Veronica Degraffenreid, Acting Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Dec 12, 1924 - Pages (3)

Creation Filing filed on Jan 6, 1925 - Pages (2)

Amendment filed on Sep 13, 1943 - Pages (4)

Amendment filed on Jun 27, 1944 - Pages (1)

Amendment filed on Jul 5, 1945 - Pages (1)

Amendment filed on Feb 14, 1952 - Pages (1)

Amendment filed on Apr 10, 1953 - Pages (1)

Amendment filed on Feb 18, 1957 - Pages (4)

Amendment filed on Dec 30, 1963 - Pages (3)

Amendment filed on Apr 29, 1965 - Pages (3)

Amendment filed on Apr 29, 1965 - Pages (7)

Amendment filed on Jan 20, 1969 - Pages (5)

Amendment filed on Jun 6, 1969 - Pages (3)

Amendment filed on Jun 25, 1971 - Pages (6)

Amendment filed on Sep 30, 1971 - Pages (2)

Amendment filed on Jun 25, 1973 - Pages (2)

Amendment filed on Jul 10, 1974 - Pages (3)

Amendment filed on Jan 23, 1986 - Pages (5)

Amendment filed on Jun 3, 1986 - Pages (5)

Amendment filed on Jun 26, 1986 - Pages (5)

Amendment filed on Jan 15, 1988 - Pages (5)

Amendment filed on Apr 10, 1990 - Pages (2)

Amendment filed on Jun 5, 1990 - Pages (1)

Amendment filed on Jun 5, 1990 - Pages (2)

Amendment filed on Oct 18, 1994 - Pages (2)

Amendment filed on Jun 25, 1997 - Pages (12)

Amendment filed on Aug 14, 1997 - Pages (3)

Amendment filed on Jun 25, 1998 - Pages (13)

which appear of record in this department.

# COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

07/22/2021



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Acting Secretary of the Commonwealth

Certification Number: TML210721JF1678-1

Verify this certificate online at http://www.corporations.pa.gov/orders/verify

***		. 8	Commonwealth	ge .	P3	
A An Alban E continue.				- 4		
* # # # # # # # # # # # # # # # # # # #	2632 232	2 5 3 5 5	1	n	F" 64 C B 93 C 2 2 2 3 5 7 A	2231/20

1st. The name of the proposed corporation is Hanover Canning Company.

24. Said corporation is formed for the purpose of the canning and selling of fruits and vegetables.

34. The business of said corporation is to be transacted in Penn Township. York County, State

of Pennsylvania. (Post Office imporer, Pa.)

Henover, Pa. 20
Alima warehine Henover, Pa. 20
John / Shults Hanover, Pa. 20
Resele J. Shults Hanover, Pa.

The number of directors of said corporation is fixed at four (4). , and the names and residences of the directors who it a thornal feetons for the first year are as follows:

Alpa J. Abd St.

Hanover, Pa.
Hanover, Pa.
Hanover, Pa.

	7ch	The amount of	the capital ste	ick of said curpor	ntion is 3,430	.00.200	er dicker promphistics desiration	Anterior de la company
	1 1 2	divided l	nto 300	and the second s	hares of the par	value of \$10	00.00	Ampana and A
and	1	\$5000.00	er, se i ne	crancessactions and control above above	being t	en per centum o	f the capital st	ock, has been
pald	in cash t	of the treasurer of	said corporat	ion, whose name	and residence are	e:		
	John J	. Shults			llanover	, Pa.		
			1					•
			**				A Transport	
							,	
	·	1						
	Harry '	7. Warehime		(SEAL)	B. so t	e 3. Shultz	( SE/	il)
	Atra de	rehlce		(SEAL)				
	John P.	. Shultz		(arvr)				
		· · · · · · · · · · · · · · · · · · ·		•		· · · · · · · · · · · · · · · · · · ·		
								~
					Signal Signal Signal			
					See See			
								and a
		STATE OF PE	nnsylvan	IA,				
	nty of		e K		<b>785</b> :			
	老 美 整 题	<b>建设制 "数据"</b> ,10						,
	理 4 证据	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	16i . 1	in an		file of the second second		e above named
				me and John i				and analist T
wiid	遊食 對策	2000年 · 1000年 · 10000	群.	oregoing instrum	The Reserved Control of the Control			38.41
		itness my hand a	ind seal of offi े	ce, the Twentle	AL]	remner A. D.	1954	
		STATE OF PE	NNSYLVAN	IIA,		D. Gorratt.		
数する			Á	10.00	, <b>上</b> 中心是一种,这种情况	nover, York		
Cou	nty of	York	day , same a contract up can use or miles are to execute		プログライン 経過 薬	Commineton	shires mr	• 0. 1947.
				20th dey of			and the state of t	2000 0000000000000000000000000000000000
	200 产生 按 M	500 KW	6.*•	Northime and	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	e, Marketin and Committee of		
who	being du	ily sworn, accord	ing to law, de	pose and say that	the statements co	ontained in the f	oregoing instr	ument are true.
, s	worn and	subscribed before	me, the day a	nd year aforesaid	Harry	V. Warehime		
# F	ر. و	Gurrett. Hota	ry Public		Alre W	arehime		
	[SEAI	JHanover, lo	rk Co., Pa		John 7	. Shults		
	Ly Com	mirsion expir	es lier 6.	1927.	.] *******			
	进行会		<b>E</b>	EXECUTIVE	CHAMBE	<b>R.</b>		
1		tary of the Comn	annan alah s		Harrisburg	g. Dea. 12.	1924	- in Sugar Sugar and Sugar
	14 3 4 75:	<b>1000</b> 1000 1000 1000 1000 1000 1000 100	行 (数) : (数):	cation and found	it to be proper f	orm, and within	n the purpose	of the class of
g or				act, entitled "An				
20 THE R. P. LEWIS CO., LANSING, MICH.	<b>建设设施</b>	化水温学 经保护的特	<b>松明松松特</b>	1874, and the seve	ral supplements	thereto, I hereby	y approve the s	ame, and direct
alla T	i isidere p	atoni 6 sue akcor	ing to law.	- TV(shi	GLffo	rd Pinahot		
				annound and a second a second and a second and a second and a second and a second a				Governor.
				BECRETAR	Y'S OFFIC	<b>E.</b>		
IIIE	7337 P	anstall see		n 0/A				
				0 page 240 ice, at Harrisburg	ohic 12th dos	of Dearmher	1. D. 1924	10 1000 100
7 7		diversity name:	arici scar ili illi	ace at thurshurs		L. King		
	二、香 红				· · · · · · · · · · · · · · · · · · ·		potorn of the Ca	mourerealth

CRB

#### IN THE NAME AND BY AUTHORITY OF THE COMMONWEALTH OF PENNSYLVANIA



#### EXECUTIVE DEPARTMENT

#### To all to whom these Presents shall come, Greeting:

Whereas, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act to provide for the incorporation and regulation of certain corporations," approved the twenty-ninth day of April, Ango Domini one thousand eight hundred and seventy-four, and the supplements thereto, the Governor of the Commonwealth is authorized and required to issue Letters Patent to all corporations formed moder the provisions of said acts, embraced within the second class named therein.

And Whereas, The stipulations and conditions in said Act of the General Assembly and the supplements thereto have been fully complied with by

Hanover Canning Company

Therefore, Know Ye, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I do by the Presents, which I have caused to be made Patent and scaled with the Great Scal of the State, create, erect and incorporate the subscribers to the second of subf corporation, their associates and successors, and also those who may thereafter become subscribers or holders of the stock of the said corporation, into lody politic and corporate in deed and in law, by the name chosen and hereinhefore specified, who shall have specession

. ... and shall be invested with and have and enjoy all the powers, privileges and framelious incident to a perpetually corporation, and be subject to all the duties, requirements and restrictions specified and enjoined in and by the said Acts of the Comeral Assembly and all other laws of this Commonwealth.

Given under my hand and the Great Seal of the State, at the City of Harrisburg, this 1 well fit h

.....in the year of our Lord one thomand sine hundred and

and of the Commonwealth the one hundred and ICTLy-Elello.

Gifford Pinchet

Clyde L. Tirg

```
电影 图 第
```

The material advantage has an enter positive at the three times have to been prepared and the . That was a fall of the face was properly the same welling. ----

Prima m C. Speries

李九八年 中央公司 中央公司等 Erect watters watt

Property the day of the state of then the control of the chern beauty for the chern beauty of the chern the state of the chern the state of the chern the ch pideration money above martinged in fall

Titles and Transport to a state of the state

Abs Profitors

Sinis of Committees Inc

On this twenty eighth day of Forember A. D. 1924 before so the subscriber percently came the above moved Are Traitmer and Father Traitmer, his wife who is due form of last makendwideged the foregoing Indenture to be their out and dead and desired that the same night be recorded as shad

Window my hand and agree toll goal the day and year afternois

/ Ephrolin \

Motory Public

C Shaffer

Yerk

Metary Public

Sphrain C. Master (asal)

Wy need onles expires

Verch 7th 1925.

Renorded Desember 3L 1924 John Q. A. Spangler, Seasyder.

Hemover Canning Company, :

To the Governor of the Commencealth of Pennsylvania:

Siri

In compliance with the requirements of an act of the General Assembly of the Commonwealth of Pennsylvania, entitled " and 46 provide for the incorporation and regulation of certain corpora-

Me. of Shares

tions, approved the 29th day of April A. D. 1875, and the saveral supplements thereto, the undersigned, all of whom are citizens of Pennsylvania, having associated themselves, together for the purpose hereignfter specified and desiring that they may be incorporated and that letters patent may facus to them and their successors seconding to law do hereby contify;

lst. The name of the proposed corporation is Hanover Canning Company.

2nd. Said corporation is formed for the purpose of the canalag and selling of friute and veasidbles.

3d. The business of said corporation is to be transacted in Penn Township, YorkCounty. State of Pennsylvania, (Post Office Hamover, Pa.)

4th. Said corporation is to exist perpetually

5th. The names and residences of the subscribers and the number of shares subscribed by sack ere se follows:

Mame. Rapidence Hegover, Pa. Harry V. Warehims Hagover, Pa. Airs Warehime John P. Shults

. 20 嘅 Hebover, Pa. .50 · Hamover, Pa.

6th. The number of directors of said corporation is fixed at four (4) and the names and resideages of the directors who are chosen directors for the first year are an follows: De a 160 acm

Mana N Harry V. Warehime Aira Warehime John F. Shults

Hapover, Pa. Hagover, Ps. Handver, Pa. . Haggyer. Pa.

Bessie S. Shults 7th. The amount of the capital steek of said corporation is \$30,000,00 divided into 300 shures of the par value of \$100,00 and \$5000.00 being tem per centum of the capital stock has been paid in cash to the Treasurer of said corporation whose same and residence are; Hamever, Pa.

John F. Shultz Marry V. Perchime (seel)

Boosie S. Shults (seal)

Aird Warehime (seel) John F. Shults (seal)

State of Pennsylvania :

County of York

Resuts S. Shults

a Metary Public, in and for the county eferencid, personally came the above named Herry V. Warekins, Aira Warchins, and John F. Shults who, in due form of law acknowledged the foregoing instrument to be their ast and dead for the purposes therein appointed

Bitness my hand and seal of office the twentieth day of Nevember A. D. 1924 C. D. Gerrets

C. D. Gerrott Motory Public 74 00 TOT **70,** 

Metary Public Hamoves, York Co., Pa. Wy commission expires Mar. 6. 1927.

State of Pesseylvest . 188

Personally opposed before me, this 25th day of Berester, A. D. 1924, Herry V. Burchins Airs Parchine and John P. Shuits who being duly swern occording to law, depose and may that the studements contained is the foregoing instrument are true

Herry V. Wareston Aire Terebine John F. Shults

297.00

the substitute before the the day and year aforesald

e. b. Surrait. Matay revited gym asa.

maters reside Resever, Yerk Co., Pa. Wy amonigaten expires Var. 6 1927.

Warrisburg Doc. 12, 1924

REFORT Charles.

To the Boarstory of the Commonwealth:

Revise executed the within application found it to be in proper form, and within the purposes

of the class of corporations specified in scatter two of the cot extitled "An act to provide for the inscrperation and regulation of cortain corporations," approved April 29th, A. D. 1874, and the movered supplements thereto, I sureby emprave the same, and direct that letters patent lasue accordiam to las

Mitterd Pinches Certer ser

Secretary's Office.

Pensaylvania, SS:

Rerelled in Chartor Book We. 240 page 240. CTR.

Withou ay hand and soul of effice at Harrisburg, this 12th day of December A. D. 1924

Clyde L. King

Secretary of the Commonwealth.

Seers ter? e# \$be mossca ith Pontavive of

> In the same and by Authority of the Commonwealth of Pennsylvania. Extentive department.

To allto when these presents shall come, Greening. Whoreas, is and by an act of the General Assembly of the Commonwealth of Ponnsylvania entitled "As any to provide for the incorporation and regulation of certain corporations" approved the twenty wisth day of April Ames Domini one thougand eight hundred and seventy four and the supplements thereto the Geverner of this Commonwealth is authorized and required to issue letters Patent to all corrections formed under the providions of said sats embraced within the second class named therein.

And whereus, the stipulations and conditions in said act of the Seperal Assembly and the sup-

plaments therete have beenfully complied with by Hamover Canning Company.

Therefore know ye, that under authority of the Constitution and laws of said Commomosalth in shah case ande and provided I do by these presents which I have eated to be made patent and scaled with the Great Seal of the State create, erest and incorporate the subscribers to the stock of said comparation their appoplates and successors and also these who may thereafter become subscribors or holders of the stock of the acid corporation into a body politic and corporato to doed and In law by the name chasen and herein before specified who shall have succession perputually and shall be invested with and have and eajoy all the powers, spirilages , and franchises incident to a corporation and be gubjost to all the dution, requirements and restrictions specified and enjoined in and by the said Agis of the Separal Assembly and all other laws of this Commognesith,

Wives under my hand and the Great Seal of the State, at the City of Harrisburg, this twelfth day of December is the year of our Lord one thousand nine hundred and twenty four and of the Commazoralth the one buggi bod and ferty sinth

Seal of the

State of Saay Lyman By the Governor: Mifford Placket

Chrée L. King

Searctary of the Commemonith.

Paserded Jamuss 6, 1925 John Q. A. Spangler, Recorder.

Jaha W. Seekriet uz

William M. Soits

This Industrie, made the tweets eighth day of Vay in the year of our Land one thousand sine hundred twenty four (1924) Botween John W. Sephrist and Lautede Statrict his wife of the Borough of Dalleytone, County of York and State of Poncarlyania. parties of the first part and Billiam 4. Solls of the Borough of Dollartown. County of York and State of Poppaylyania, party of the second

Witnespools, that the said perties of the first part, for and in conalderation of the our of four bandred (\$400.00) deliers, leaftly nearly of the Dailed States of America soil and truly paid by the suid party or the papers park, to the paid parties of the first part, at and before the

allog and delivery of those property has receipt whereof is hereby measurisized have granted, client, cafeefred, released, adjusted and confirmed and by those presents delt. A bargain selle allog, enfocts, released, course and confirm upto the sold party of the senses. big beire and seet of

and the total state of the State States, partly in Dallactons Descript and partly in York Toronto In the County of York and Stoke of Posseylvonia, Bounded and Iteritod as follow, to with

a 150

#### ARTICLES OF AMENDMENT

080 ROLL 43-9 FILM 322

In compliance with the requirements of Article VIII of the Act of the General Assembly of the Commonwealth of Pennsylvania, known as the "Business Corporation Law" approved May 5, 1933, and amendments thereto, providing for amendments to the Articles of Incorporation of corporations, hereby certifies, under its corporate seal: HALOVER CALLIANG COMPANY HAMOVER CAMBILIG COMPANY That its name is and that its registered office is located at Penis Township, York County, Pennsylvenie (P.O. Hanover, Pa.) 表示: 18.1 mm (18.304 \* 19.40 \* 18.50 \* 18.50 \* 18.50 \* 18.50 \* 18.50 \* 18.50 \* 18.50 \* 18.50 \* 18.50 \* 18.50 \* 1 2. That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania, as shown by its Certificate of Incorporation dated the 12th day of December, 1924 , and recorded in the Office of the Secretary of the Commonwealth in Charter Book No. 240 page 240 and in the office of the Recorder of Deeds in and for the on the 6th day of January County of York 1925 , IN Record Book 22X, page 534. 3. (a) That at a meeting of the Board of Directors of HAUOVER CANUING CO. PANY held on Lay 29 a resolution was adopted authorizing an amendment to Paragraph \_\_\_7th\_\_ of the Articles of Incorporation of the said corporation, and directing that such amendment be submitted to a vote of the shareholders entitled to vote thereon at a meeting to be held on August 2 19.43 (b) That a meeting of the shareholders of HANOVER CARRING CO PANY to take action upon the proposed amendment was held on August 4 , 19 43, at the registered office of the corporation pursuant to . waiver of notice signed August 4, 1943 by all ctook holders, of record. 4. That at the time of the meeting of the shareholders on August 4 the authorized number of shares of the capital stock of the corporation was 300 of which 300 shares were then issued and outstanding and \_\_\_\_\_300 entitled to vote on the proposed amendment. 5. That at the meeting of the shareholders, held \_\_\_\_\_August\_4\_\_\_\_, 19\_43 the amendment herein set forth was adopted; \_\_\_\_300 \_\_\_\_ shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and \_\_\_\_\_\_\_no shares were voted against the resolution, viz.: forth the kind and period of notice given to the shareholders

080 ROLL 43-9 FILM 323

"RESOLVED that Paragraph

7th of the Articles of Incorporation of this corporation

which reads as follows: "7th. The amount of the capital stock of said corporation is \$30,000.00 divided into 300 share? of the par value of \$100.00 and \$5,000.00 being ten per centum of the capital stock has been said in each to the Treasurer of said corporation whose name and residence are

John F. Shultz, Hanover, Pa. "

Be and the same is hereby amended to read as follows: "7th. The amount of the capital stock of said corporation is \$130,000.00 divided into 1300 shares of the par value of \$100.00"

	·	execute, under the corpora rporation and to file such A	To .	
artment of Sta	te of the Commonwealt	th of Pennsylvania."		
	if space is insufficient)	and the state of t	· ·	
IN TESTIM	ONY WHEREOF,	HANOVER CAMBING	COMPANY	and the above the second secon
		nt to be signed by its	the second secon	and
and a first of the second		Secretary	. to b	e hereunto affixed
us/////	day of Au, u	1943.		
		HANOVER C	ANNING COMPA	ıΥ
		- 1H. M.		And the state of t
d?on		By/ //: /LUC	President	
	Maria			
5:///	Secretary			TO MERCHAN
SEAL)				
• 5 3 · Y				
<b>经</b> 联制加强国家经济系统 为自己。	of Pennsylvania	<b>}</b> as:		
ounty of				
	MEMBERED that on th	A STREET OF THE PERSON AND ADDRESS OF THE PERSON ADDRESS OF THE PERSON AND ADDRESS OF THE PERSON ADDRESS OF THE PERS	y of <u>Avenst</u>	(新聞報報報 )
	NOUSIV PUDIIC	in and for the Co	ounty aforesaid, pe	rsonally appeared
MARKING COL	Wsrehlme Sployer Cenning	and Ala:		
THE REPORT OF THE PARTY.		and the second s	Legalet, the cor	医异物性性 鄉北一地北京中國大學時間
a. a. de	は特別の表現を表現を表現をある。	ticles of Amendment, who be sent at the execution of the	<b>888年 - 日本本語 1731年 日本の外部 日本の本語の 138</b>	NEW 2017 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
		of Hanover Cann		
	是是是自己的企业。	to; that the seal affixed ther		
	<b>《西班通斯·马克斯·马克斯·马克斯</b>	g Articles of Amendment w	强分所 門一不八姓名 紅皮糖粉片	的情報的模式可以的問題的關鍵的例
f the corporat	は 100 日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日	of the corporation, by the a		[14] 20mm [15] 医水杨酸 \$100 \$\$\$\$ 20mm
AND THE PERSON NAMED IN	lor the act and deed (		STATE OF THE PROPERTY OF THE PARTY OF THE PA	THE RESERVE OF THE PROPERTY OF THE PARTY OF
y, and as and	and 100 100 100 100 100 100 100 100 100 10	a majority in interest of the	capital stock of th	e corporation, and
oy, and as and persons and boo	and 100 100 100 100 100 100 100 100 100 10	a majority in interest of the		e corporation, and ≠1(ten:
y, and as and ersons and boo hat the names	dies corporate holding	."cyelling	as _P2"	
y, and as and ersons and both hat the names and of	dies corporate holding a	.Verenine as Sc	as _P2"	elder:
y, and as and ersons and both hat the names ind of	dies corporate holding a of the said 11.V Alan R. Varchi	.Verenine as Sc	as _P2"	elder:
y, and as and ersons and both hat the names and of are in their pro	dies corporate holding a of the said 11.V Alan R. Warchi per and respective hand	ening  as Sc  lwritings.	as _P2"	
y, and as and ersons and both hat the names and of are in their pro	dies corporate holding a of the said	e))Inc as Sc lwritings.	as _P2"	
y, and as and bersons and boo hat the names and of are in their pro	dies corporate holding a of the said 11. V  Alan R.: Varchi per and respective hand  address before may of the August	lwritings.  ne this	as _P2"	
y, and as and bersons and both hat the names and of their properties of their properti	dies corporate holding a of the said 11. V  Alan R.: Varchi per and respective hand  address before may of the August	e))Inc as Sc lwritings.	as _P2"	
y, and as and bersons and both hat the names and of their property	dies corporate holding a of the said	writings.  1. 1983.  2. Miller  1. 1983.	as Programmes	elder:
oy, and as and beersons and beersons and been the names and of the in their property of the second s	dies corporate holding a of the said	lwritings.  ne this	as Programmes	
oy, and as and persons and boothat the names and of their property	of the said 11. V  Alan R. Varchi  per and respective hand  as of 4000  NOTARY PUBLICATION of 1000  NOTARY PUBLICA	writings.  1. 1983.  2. Miller  1. 1983.	as Programmes	



# Acquiriment of States

Marki 200 Trudom arrises Luksuurs suara comu. Gannama:

Mhnens, In and by Article VIII of the Business Corporation Law, "(Sot No. 106) approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three the Depart ment of State is authorized and required to issue a

# - Charitificater of Almeridaments

ovidencing the amendment of the Articles of Incorporation of abusiness conformation organized under or subject to the provisions of that law, and

Mpress, The stipulations and conditions of that Law portaining to the amendment of Articles of Incorporation have been fully complicated with by

HAHOVER CANGITHE COUPAHY

this Commonwealth and under the authority of the Business Corporation Law, I Do BY THESE PRESENTS, which I have caused to be Scaled with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amondment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Cites under my Handand the Great Scalef
the Commonwealth at the City of Harris
tury: this - 1322 --- day of Ecotocher.in the year of our Lordone thousand nine
hundred and - 1007-2003, --- and of
the Communicalth the one hundred and

g corporation certifies under its TO THE SECRETARY OF THE COMMONWEALTH: cor

THE SECRETARY OF	THE COMMONWEALTH.	poration certain
In compliance with the	Canning Company	
1st: The name of t	the registered office is: R. D. #3, Ranover, Pa.	
3rd: Date of Incorp	a mital stock of said corporation is as follows	Total Par Value and Stated Capital
Class of Rtock	1300 \$100.00 0	\$130,000
Common	the sholders to increase the authorized	d capital of said corporation.
5th: By virtue of	the election of the stockholder the increase of amendment of articles to authorize the increase of the Secret to \$130,000.00 filed in the office of the Secret to \$130,000.00 filed in t	etary of the Commonwealth on
from \$ 30,000.00	to \$130,000 to 19 43 day of September 19 43	

Common stock has been increased from \$ \$30,000 13th stock has been increased from \$ \$80,000 representing an increase of 500 shares of \$100 par value. representing an increase of shares of 6th: Itemize here the amount of bonus or interest paid. (Interest is charged on unpaid bonus at the rate of (a) to

6% per annum for a period of 60 days computed from 30 days after issuance of stock, and thereafter at the rate of 12% per annum until date of payment.)

	Class of Sweet Mill 11/3/45	72 100 00 100 00 00 00 00 00 00 00 00 00 0	Bonus 60.00 20.00		interest 9 12% 2 .80 0 0	Tetal 63.40 20.07 20.02 outstanding
1011111	Common 5/15/44 Common 5/15/44	10,000 rn of actual increas	se in capital	stock, the	issued and	Olltatum

7th: After giving effect to the above return of actual increase in capital stock, the issued and outstanding

Com	h: After	r giving eff the time of	filing this ret	ove return of urn is as follow	va:	Stated Capital Applicable to No Par Shares	Total Par Value and Stated Capital
Capita	Class	e vierk		ber of Shares	Par Value	0	
Co	16 1 T 11			800	Salar specialists to the salar salar salar	and the state of t	Committee of the commit

CORPORATE

BONUS PALO JUN 2 3 1944

Commonwealth of Pennsylvania

County of York

Trensurer of the above named corporation, being duly

sworn, says that the facts set forth in the above certificate are true and correct Sworn and subscribed before me this



This return must be made by President or Treasurer. Photographic reproduction makes it accepts to have all this return is \$5.00. Make check or successful return is \$5.00. ---- by Act approved Jame 21, 1929, P. L. 609.

	RESURN OF ACTUAL A		Control of the Contro	* a
	OF THE COLLIONARYTH:			
In complianc	e with the acts of ass	embly in such c	ases provided, t	he follow-
ng corporation c	ertifies under its cor	porate seal:	Caming Compai	
lst: The nam	e of the corporation i	s: Manover	D.#3. Hanover	re and an analysis
Tale Bata of	ress of the registered Incorporation:	edember ik, i	.764	
4th: By virt	As of an emengment or	ST. CT.CT.CO. A.C. CO.	horize the incre	20 888
apital of said C	orporationor		iled in the offi	AND SECTION
rom: \$30,000.0	A and the and the	72th day of 5	entember	19 43 the
ollowing actual	increase has been made	3 In the capre	L BLUCK OF SECULO	i capitali
		Stated Capi	tal to Increesed	
Class of Stock	Shares per Share	No Par Shar	es fron	•
Common	100 \$100.00	27.7	80,000.00	90,000.00
Goldson and Control of the Control o				
				A second of Law
Sth: Itemize	here the amount of B	onus or interes	t payable at the	100 of
iling this retw	rn. (Bonus is charged	osercons	me at the rate of	f 65 por
tock, and there	after at the rate of 4	20 por aunum w		
	not a of Walun of	Int	erost Intorce 65 at 126	Solal
Class of Stock Common	Issuance Stock 5/31/45 10,000.00	20.00		20.00
Conmot			free metalist is first figure and the same	
Control of the Contro			elita hamilia en historia en	
Sthe After	giving offoct to the s	bove return of	actual increase	in capital
tock, the issue	giving officer to the a	tal stock at t	he time of fills	e eme Leeme
s as follows:		等于的对象的。 第一句:"是是一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一	Capital Tot	al Par
	Number of	The state of the s		w nd ted CopteA
Class of Stock	Shares Par Val	A STATE OF THE PERSON OF THE P	Sharos 540 90	00.00
Comitati, 11/	CONTRACTOR OF THE PROPERTY OF		THE CONTRACT OF THE PARTY OF	CHEST STATES
	BONUS PAID		or June contracted and the state of	A STATE OF THE STATE OF
Name and the Control of the Control	見 説IUL 5 - 1945	18h 1		
	Signal of 1979	1.518	1/2/19/	france.
COPPRATE	استدر	••• # 7 - 3	TOPINOM OF STOR	
onicavonath of	ZiorV_)	Prosidest -		
10000	Taro hime	T-commor of	the shore name	corporation,
oing delo swor	n, says that the facts	sot forth in	the above costs	
	◆ TATE TO THE TENTE OF THE PROPERTY OF THE PR		A THE STATE OF THE PARTY OF THE	والمراكب والمستعول
· Sydra and	subscribed before me			7.7
SZAL			18 00	
Tid in	office of the Secret	nry of the Com	mpolli es the	THE SECTION OF
	4945.		Sautharda	
		1 Prove	y Secretary of t	Se Courses Lis
		TO THE SECTION OF THE PARTY OF		
医乳体管 化甲基乙基 化二甲基乙基甲基甲基	cr C.B.C.Roll 1508		illero-filmise	onkes St
This roturn mu	t be made by President we all papers clearly	typed. USE M	ve in en'	on for filling
thin roturn is	H5.00. Make check of	r noncy order p	rmble to Come	and the second to a teacher of the second that it is a second to a second the second that it is a second to a second the second that it is a second to
Penniylamia.	TO FOT SEED CASH.			一十多种流光,

Act of Assembly approved April 20, 1927, P. L. 322, approved June 21, 1939, P. L. 609.

# RETURN OF ACTUAL INCREASE OF CAPITAL STOCK Act of 1927, P. L. 322 as amended

1. Name of Corporation: Hanover Canning Company 2. Registered Office: R.D.3 Hanover, Penna. 3. Date of Incorporation: December 12, 1924	
Z. Registered Onice.	
3. Date of Incorporation: December 12, 1924	passage National harder the commence of the co
4. By virtue of an amendment of articles authorizing the increase of	_ capital of said .
from \$ 30,000,00 to \$ 130,000.00 filed in the Office of the Secretary of the	e Commonwealth
on the 13th day of September 1943 the following ACTUAL-	
been made in the capital stock or stated capital:	Increased to
Stated Capital Total Prior	Total Present Actual Issue
Issued Shares per Share No Par Shares (In Dottars)	(in Dollars)
Common 100 100.00 0 90,000.00 100	0,000.00
	snakuruviruvitirunari Viankiri riaahassassususukususasti?
5. Itemize here amount of Bonus or interest payable at time of filing this return. (Bor rate of 1/5 of 1% on capital stock or stated capital. Interest is charged on unpaid bonus at	t the rate of 6%
per annum for a period computed from 30 days after issuance of the stock until date of p	ayment.)
Date of Value of Class of Stock Issuance Stock Bonus Interest	Tetal
Common July 7,1951 10,000.00 20.00 .63	20.63
6. After giving effect to the above return of actual increase in capital stock, the issued	and outstanding
capital stock at the time of filing this return is as follows:	tal Far
Number of Applicable to Va	lue and tied Capital
Class of Stock Shares Par Value No Par Shares Rus Common 1000 100.00 0 100.00	
	AND THE PROPERTY OF THE PROPER
	######################################
Of 9 Front	
Corporation:	and determines and a new company of the special states of the spec
M.L.Frey	
	•
Commonwealth of Pennsylvania	
County of York ss:	•
County of	
M.L.Frey Treasurer of the above named corpo	
M.L.Frey Treasurer of the above named corporation, says that the facts set forth in the above certificate are true and correct.	ration, bring dui
Sworn, says that the facts set forth in the above terminate and that and observe	
Sworn and subscribed before me this 13th day of February	1952
may Durger	
II // NKAL - II	
SKAL PROFICE PA	
HAMOVER, VONCO, PA	
neven 6,1753	Pebruary
Filed in the office of the Secretary of the Commonwealth on the 14th day of .	Pehruary
neven 6,1753	Pebruary
neven 6,1753	Pebruary

# RETURN OF ACTUAL INCREASE OF CAPITAL STOCK 3-1-53.10 983

Act of	1927,	Ρ.	L.	322	as	amended

TO THE SECRI	ETARY OF THE C	OMMONWEAT THE				
1. Name	of Corporation:	Hancyer Canno	ing Comma	<b>የ</b> ገኘድ		
2. Register	red Office:	R. D. #3. Hal	nover Pa	<u>.</u>	,	
3. Date of	f Incorporation:	December 1	arreas and	.9	***************************************	***************************************
4. By virt	ue of an amendme	nt of articles and		)*************************************	***************************************	
Corporation	. or	nt or articles auth	orizing the i	ncrease of		capital of said
from \$.30,000	0.00	720 000 00		or tressures success pressures		-
on the 13th	1 don - c	50ntonbon	filed in the	Office of the	Secretary of	the Commonwealth
been made in th	e capital stock or s	tated capital.	19 <u></u> 4.	3 the follo	owing ACTU	AL INCREASE has
1. 72 1		1	Maria .	Increased f		*
Class of Stock	Shares p	ar Value Applica er Share No Par	Capital ble to Sbares	Total Prior Actual Jasus (in Dollars)	•	Increased to Total Present Actual Issue
Common	300 ]	00.00	) 	100,000.		(in Dollars) 130,000.00
D0000000000000000000000000000000000000	**** *******************************	)*************************************	*********	The state of the s	and the same of th	230,000.00
***************************************	1000 1110-1010-1-	***************************************		**********************	******	1000Mm,
o. Itemize rate of 1/5 of 1 per annum for a Class of Stock	Date of	onus or interest pa or stated capital, from 30 days afte Value of	yable at time Interest is er issuance o	e of filing th charged on t f the stock	is return. (I unpaid bonus until date of	Bonus is charged at at the rate of 6% payment.)
Common	12/15/52	10,000.00	Bonus		Interest	Total
Common	2/20/53		20.00	substitutivamenta acceptation	.29	20.29
Common	3/31/53	10,000.00	20,00	separated paintings and the second	.06	20.06
		10,000.00	20.00		ally sing	20.00
apital stock at t	The state of the s	above return of ac his return is as fo			lock, the issu	ed and outstanding
Class of Stock	Number of Shares	Par Value	Applie	d Capital		Total Par Value and
Common	1300	100.00	No Pa	or Shares		ilaled Capital
		**************************************	************************************			0,000.00
	Secretary .	**************************************	* ****************************	······································	***************************************	
		***************************************	B ************************************	**************************************		
₹/ <sub>3</sub>	CCSOHATEO			<b>S</b>		
15.10	0					
	Seal of Carpotation		121	1907	2	and the second
* •		to provide the second	36 3	200	NOT VICENTY	woods,
· 5)			M. I	. Frey	6	
Ommonissa141	Pennsylvania				•	201
	- cima, ivania		)			T,
ounty of Yor	<b>K</b>	**************	\ss:			
M. 1	L. Frey		Pecces			
vorn, says that t	the facts set family	in the second	Treasurer	of the above	named corpo	oration, being duly
	the facts set forth	in the above certi	ficate are tru	e and correc	et.	£
Sworn and su	bscribed before me	this 9th	a. e			
18		VIII.0	day of		Apri	119_53
	C. C.					100
	100		5	$\mathcal{L}$		1 Sec. 1
	SEAL		I.fr.	Lo	enet	T WE DO
1. 4			•			
					*	
Filed in the of	nce of the Secretar			. 10 th		*****
		of the Commons	realth on the	. 10011	- day-q1 -	ADF11
				134	3/	
		-	-		MINICA	3
This return mast b			• • •		of the famous way	And Man
Pennsylvania	The state of the s	William I.	re BLM. Make	there as man	vy order paysh	Ar to Communication
			**			,
				Chast -	mal	
	And the state of t			CHECK &	nclosed t	or \$65.35

# ARTICLES OF AMENDMENT

In compliance with the requirements of Article VIII of the Act of the General Assembly of the
Commonwealth of Pennsylvania, known as the "Business Corporation Law" approved May 5, 1933, P. 1
364, and amendments thereto, providing for amendments to the Articles of Incorporation of corpor
tions, Hanover Canning Company hereby certifies, under its corporate sea
1. That its name is Hanover Canning Company
and that its registered office located at Penn Township, York County, Penna. (P.O. Hanover, Pa.)
2. That it is a corporation incorporated and existing under the Act of the General Assembly
the Commonwealth of Pennsylvania, as shown by its Certificate of Incorporation dated the 12th
day of December, 1924, and recorded in the Office of the Secretary of the Commonwealth
Charter Book No. 240, page 240 and in the office of the Recorder of Deeds in and for the
County of on the day ofIanuar
1925. in Record Book 22-X. page 534.  " (a) That at a meeting of the Board of Directors of said corporation held on January 2
19.57., a resolution was adopted authorizing an amendment to Paragraph 7th of the Articles of 1
corporation of the said corporation, and directing that such amendment be submitted to a vote of t
shareholders entitled to vote thereon at a meeting to be held on
(b) That a meeting of the shareholders of said corporation to take action upon the propos
amendment was held on January 28., 19.57, at the registered office of the corporation, pursus to written waiver of notice signed by all Shareholders.
4. That at the time of the meeting of the shareholders on January 28,
4. That at the time of the meeting of the shareholders on
the authorized number of all shares of the capital stock of the corporation (whether voting or no
the authorized number of all shares of the capital stock of the corporation (whether voting or no
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares
the authorized number of all shares of the capital stock of the corporation (whether voting or no
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 19.5
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 195  the amendment herein set forth was adopted; 1300
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 195 the amendment herein set forth was adopted; 1300 shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation of the corporatio
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 195 the amendment herein set forth was adopted; 1300  shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and no
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 195 the amendment herein set forth was adopted; 1300  shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and no shares were voted against the resolution, viz.:
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 195 the amendment herein set forth was adopted; 1300  shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and no shares were voted against the resolution, viz.:
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 195 the amendment herein set forth was adopted; 1300  shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and no
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 195 the amendment herein set forth was adopted; 1300  shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and no shares were voted against the resolution, viz.:
the authorized number of all shares of the capital stock of the corporation (whether voting or no voting) was 1300 shares  of which 1300 shares  were issued and outstanding and 1300 shares  were entitled to vote on the proposed amendment and no shares held in t treasury.  5. That at the meeting of the shareholders, held January 28, 195 the amendment herein set forth was adopted; 1300  shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and no shares were voted against the resolution, viz.:

3-1-57.07\_\_\_\_86

RESOLVED that Paragraph Seventh of the Articles of Incorporation of this corporation which reads as follows:

177th. The amount of the capital stock of said corporation is \$130,000.00 divided into 1300 shares of the par value of \$100.00"

Be and the same is hereby amended to read as follows:

"7th. The amount of the capital stock of said corporation is \$1,000,000.00 divided into 10,000 shares of the par

--value of \$100.00.

	3-1	-57.07	87
Presid	ent or Vice P	resident	
"RESOLVED FURTHER that the	799 : VERDERE ER COCCORDO COCO COCO (1900 COCO COCO COCO COCO COCO COCO COCO C		
A designation	of this cor	-	
thorized, empowered and directed to exegute and	nden the corporate	seal of this corp	oration, Articles
Amendment to the Articles of Incorporation/an	d to file such Artic	les of Amendme	ent with the De-
rtment of State of the Commonwealth of Pennsy	'lvania.''		•
IN TESTIMONY WHEREOF, Manover	Canning Compa	ny	
s caused these Articles of Amendment to be sig	ned by its	Presiden	t and
corporate seal, duly attested by its Secr	etary .	to be	hereunto affixed
s 8th day of Febr	uary 19.57.		
20	HANOVERCAN	NING COMPAN	v /
	ANNOTA CAN	(2/1)-	
By	Lau	MUPE	kun V
The second second			
	1000		
EAL)2 " = 1			
Vovene de la companya della companya de la companya de la companya della companya	in the second of the second of		c.t.landina.
mmonwealth of Pennsylvania	)		
unty ofYork	\ss:		
	···· <i>)</i>		
On this 8th day of		•	., 19.57_, before
a Notary Public in and for	r the State and Cou	nty aforesaid, pe	rsonally appeared
**************************************	President		
Secretary of the above r		, and _M	L. Frey worn, or affirmed,
Secretary , of the above r	President  (state corporate office) named corporation,	who, being duly s	L. Proy
Secretary, of the above r	President  (state corporate office) named corporation, office  Presiden	, and _M who, being duly s and	L. Proy worn, or affirmed, Secretary
Secretary of the above reduced depose and say that they are respectively said corporation; that the foregoing Articles of	President (state corporate office) named corporation, Presiden Amendment were d	who, being duly s and and uly signed and s	L. Frey worn, or affirmed, Secretary ealed by them as
Secretary, of the above reduced depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal	president (state corporate office) named corporation,  presiden  Amendment were d affixed thereto is t	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above respectively depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein	president (state corporate office) named corporation,  presiden  Amendment were d affixed thereto is t	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary, of the above respectively depose and say that they are respectively said corporation; that the foregoing Articles of eact and deed of the corporation; that the seal e corporation; and that the statements therein	president (state corporate office) named corporation,  presiden  Amendment were d affixed thereto is t	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary, of the above respectively depose and say that they are respectively said corporation; that the foregoing Articles of eact and deed of the corporation; that the seal ecorporation; and that the statements therein	president (state corporate office) named corporation,  presiden  Amendment were d affixed thereto is t	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary, of the above respectively depose and say that they are respectively said corporation; that the foregoing Articles of eact and deed of the corporation; that the seal ecorporation; and that the statements therein	president (state corporate office) named corporation,  presiden  Amendment were d affixed thereto is t	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary, of the above respectively depose and say that they are respectively said corporation; that the foregoing Articles of eact and deed of the corporation; that the seal ecorporation; and that the statements therein	president (state corporate office) named corporation,  presiden  Amendment were d affixed thereto is t	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary, of the above respectively depose and say that they are respectively said corporation; that the foregoing Articles of eact and deed of the corporation; that the seal ecorporation; and that the statements therein	president (state corporate office) named corporation,  presiden  Amendment were d affixed thereto is t	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above respectively depose and say that they are respectively said corporation; that the foregoing Articles of eact and deed of the corporation; that the seal e corporation; and that the statements therein the deponent.	President (state corporate office) named corporation,  Presiden  Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above respectively depose and say that they are respectively act and deed of the corporation; that the seal corporation; and that the statements therein the deponent.	President (state corporate office) named corporation,  Presiden  Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above respectively depose and say that they are respectively said corporation; that the foregoing Articles of eact and deed of the corporation; that the seal ecorporation; and that the statements therein the deponent.  Sworn and subscribed before me this February 1957  RALL Again M. Whisler	President (state corporate office) named corporation,  Presiden  Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary  (state corporate office)  depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein th deponent.  Sworn and subscribed before me this Lip way of February 1957  RALL) - Rosew M. Whiles  Note of Public, Hancow, Yark Co. My Commission Lapters March 25.	President (state corporate office) named corporation,  Presiden Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above respectively said corporation; that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein the deponent.  Sworn and subscribed before me this february applications of the corporation. It is not the seal e corporation; and that the statements therein the deponent.  Sworn and subscribed before me this february applications. While the seal e corporation; and that the statements therein the deponent.	President (state corporate office) named corporation,  Presiden Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above restate corporate office) depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein the deponent.  Source and subscribed before me this statements therein chapter and subscribed before me this statements.  February 1957  PAL)  Recomprehence Librer Public, Hancour, Yat Committee Librer Bushes 23.	President (state corporate office) named corporation,  Presiden Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above restate corporate office) depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein the deponent.  Source and subscribed before me this statements therein chapter and subscribed before me this statements.  February 1957  PAL)  Recomprehence Librer Public, Hancour, Yat Committee Librer Bushes 23.	President (state corporate office) named corporation,  Presiden Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above restate corporate office) depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein the deponent.  Source and subscribed before me this statements therein chapter and subscribed before me this statements.  February 1957  PAL)  Recomprehence Librer Public, Hancour, Yat Committee Librer Bushes 23.	President (state corporate office) named corporation,  Presiden Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above restate corporate office) depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein the deponent.  Source and subscribed before me this statements therein chapter and subscribed before me this statements.  February 1957  PAL)  Recomprehence Librer Public, Hancour, Yat Committee Librer Bushes 23.	President (state corporate office) named corporation,  Presiden Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above restate corporate office) depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein the deponent.  Source and subscribed before me this statements therein chapter and subscribed before me this statements.  February 1957  PAL)  Recomprehence Librer Public, Hancour, Yat Committee Librer Bushes 23.	President (state corporate office) named corporation,  Presiden Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of
Secretary of the above restate corporate office) depose and say that they are respectively said corporation; that the foregoing Articles of e act and deed of the corporation; that the seal e corporation; and that the statements therein the deponent.  Source and subscribed before me this statements therein chapter and subscribed before me this statements.  February 1957  PAL)  Recomprehence Librer Public, Hancour, Yat Committee Librer Bushes 23.	President (state corporate office) named corporation,  Presiden Amendment were d affixed thereto is t are true to the be	who, being duly s  and  uly signed and s  he common and	worn, or affirmed, Secretary ealed by them as corporate seal of

# Department of State

To All To Whom These Presents Shall Come, Greeting:

Withereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

# CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

CAHETERS, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

-HANOVER CANNING COMPANY-

Therefore, know De, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

© ibe

monwealth, at the City of Harrisburg, this

18th day of Petrumy

in the year of our Lord one thousand nine
hundred and 11ty-seven and of
the Commonwealth the one hundred and

eighty-first

Secretary of the Commonwealth

3-1-63.35
Articles COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
Amendment CORPORATION BUREAU
In compliance with the requirements of Article VIII of the Business Corporation Law
approved the 5th day of May, 1933, P.L. 364, as amended, the applicant desiring to amendits Articles hereby certifies, under its corporate seal that:
1. The name of the corporation is:
Hanover Canning Company
2. The location of its registered office is:
Penn Township, York County, Pennsylvania (P.O. Hanover, Pa.)
April 29, 1874 entitled "An act  3. The corporation was formed under the Act of to provide for the incorporation and regulation of certain corporations, as amended.  Description 12, 1924
4. Its date of incorporation is: December 12, 1924
5. (Strike out (a) or (b) below, whichever is not applicable)
(a) The meeting of the shareholders of the corroration at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.
Time: The 29th day of October, 19 63.
Place: Hanover Canning Company Guest House, RD #3, Hanover, Pa.
Kind and period of notice: 10 days written notice
will and period of motice.
(h)xx The namendaentx was radops extrops entrops entrops entrops at the task teacher and the contract and th
(a) The total number of shares outstanding was 9766  (b) The number of shares entitled to vote was 9766
(b) The number of shares entitled to vote was* 9766
7. In the action taken by the snareholders:
(a) The number of shares voted in favor of the amendment was:**
6578
(b) The number of shares voted against the amendment was: **
<b>XXX</b> 2552
*If the shares of any class were entitled to vote as a class, the number of shares each class so entitled and the number of shares of all other classes entitled to vote should be set forth.
such class and the number of shares of all other classes voted for and arainst such mend respectively should be set forth.
NOTE: If the effect of the amendment is to increase the authorizet carital stock of the corporation, excise tax at the rate of 1/5 of 1% on the amount of increase will be due payable with the filing of the amendment.

NOTE: Filing fee - \$30.00. (Ir addition to any amount of ercise tax are and swing)

The amendment adopted by the shareholders, set forth in full, follows:

"7th. The amount of the capital stock of said corporation is \$2,000,000 divided into 10,000 shares of Class A stock of the par value of \$100.00 each and 10,000 shares of the par value of \$100.00, which said last mentioned shares, being the same shares heretofore constituting the authorized shares of said corporation, shall hereafter be known as Class B stock. The rights, powers preferences, limitations and priorities appertaining to each of the foregoing classes of stock shall be as follows:

"Said classes of stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any preferences, restrictions or qualifications of said shares, except as follows:

Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the charter of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed."

	HANOVER CANNING COMPANY
	By: (President or Vice President)
My Esca	
Secretary or Treasurer	

(CORPORATE)
( SEAL )

Attest

Approved and filed in	the Department of State	on the 3Cth day of December
		•
		1 Stame
A CONTRACTOR OF THE PROPERTY O		Secretary of the Commonwealth

3-1-63,35

# Commonwealth of Pennsylvania

# Department of State

To All To Whom These Presents Shall Come, Greeting:

Willettas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

# ERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

WANETERS, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY

Therefore, Know De, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given	under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this  30th day of December
	in the year of our Lord one thousand nine hundred and sixty-three and of the Commonwealth the one hundred and eighty-eighth
	Theory Slame

#### ARTICLES OF MERGER

TO THE DEPARTMENT OF STATE, COMMONWEALTH OF PENNSYLVANIA:

Pursuant to the provisions of the "Business Corporation Law" of the Commonwealth of Pennsylvania enacted May 5, 1933, as amended, Hanover Canning Company, a business corporation having its principal place of business at Penn Township, York County, Pennsylvania (Post Office address Hanover, Pennsylvania), and Centre County Canning Corporation, a business corporation having its principal place of business at Oak Hall, Centre County, Pennsylvania, hereby execute the following Articles of Merger:

#### ARTICLE I

The name of the surviving corporation is "Hanover Canning Company."

#### ARTICLE II

The location and post office address of the registered office of the surviving corporation is Penn Township, York County, State of Pennsylvania, (Post Office, Hanover, Pennsylvania).

#### ARTICLE III

1. The Plan of Merger was approved by an affirmative vote of the holders of more than a majority of each class of the outstanding shares of Centre County Canning Corporation at a special meeting of the shareholders held at Altland House, Abbottstown, Pennsylvania, on March 11, 1965, at 11:00 o'clock A.M., Eastern Standard Time, pursuant to more than ten days' written notice mailed to each of the said shareholders of the time, place and purpose of the meeting. At the time of the meeting of the shareholders on March 11, 1965, the authorized number

LAIRD & BUCHEN ATTORNETS AT . LAW HANOVER, PENKA. of shares of common stock of the said corporation was 2200 shares of which 950 shares were issued and outstanding and entitled to vote, and of which 821 shares were voted in favor of and no shares voted against, approving the Plan of Merger. At the time of the said meeting of shareholders the authorized number of shares of preferred stock of the said corporation was 2000 shares, of which 901 shares were issued and outstanding and entitled to vote on said Plan of Merger, of which 861 shares were voted in favor of and no shares against, approving the Plan of Merger.

2. The Plan of Merger was approved by an affirmative vote of the holders of more than a majority of each class of outstanding shares of the Hanover Canning Company at a special meeting of the shareholders held at Altland House, Abbottstown, Pennsylvania, on March 11, 1965, at 11:00 o'clock A.M., Eastern Standard Time, pursuant to more than ten days' written notice of the time, place and purpose of the meeting mailed to each of the said shareholders. At the time of the meeting of the shareholders on March 11, 1965, the authorized number of shares of the Class A stock of the said corporation was 10,000, of which 2337 shares were issued, outstanding and entitled to vote on the Plan of Morger and of which 2043 shares were voted in favor of, and no shares voted against, approving the Plan of Merger. At the time of the meeting of the shareholders on March 11, 1965, the authorized number of shares of Class B stock of the corporation was 10,000 shares, of which 9766 shares were issued, outstanding and entitled to vote on the Plan of Merger, and of which 5884 shares were voted in favor of, and no shares voted against, approving the Plan of

ARTICLE IV

Ko changes are desired in the Articles of the surviving

LAIRDA BUCHEN

#### ARTICLE V

The number of the first directors of the surviving corporation is nine (9), and their names and addresses are as follows:
Goodwin M. Davis, 8707 Atlantic Ave., Margate, New Jersey
J. W. Fullerton, 219 Stock St., Hanover, Pennsylvania
John R. Miller, Jr., Hillcrest Drive, Millheim, Penna.
Airie K. Warehime, 257 Frederick St., Hanover, Penna.
Marlet L. Frey, RD #3, Hanover, Pennsylvania
Eugene F. Lee, 314 Adams Ave., State College, Pennsylvania
Norman T. Petow, 1318 Cloverland Drive, York, Pennsylvania
Alan R. Warehime, RD #3, Hanover, Pennsylvania
J. William Warehime, 257 Frederick St., Hanover, Penna.

#### ARTICLE VI

The Plan of Merger is attached hereto, made a part hereof and marked Exhibit "A".

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be signed by their respective officers duly authorized thereto under their respective corporate seals this 297% day of \_\_\_\_\_\_, 1965.

Attest: Secretary Bree	BI GROWTY CANNING CORPORATION  BY THE COUNTY CANNING CORPORATION
Attest: L. Exer	HANOVER CANNING COMPANY
Secretary	President

# PLAN OF MERGER OF CENTRE CCUNTY CANNING CORPORATION WITH HANOVER CANNING COMPANY

This Plan of Merger, entered into this 27th day of FEB. 1965, by and between the Hanover Canning Company, hereinafter called Surviving Corporation, Party of the first part, and the Centre County Canning Corporation, hereinafter called Merging Corporation, party of the second part, each of said corporations being duly incorporated and existing under and by virtue of the laws of the Commonwealth of Ponn-

#### WITNESSETH:

WHEREAS, the parties hereto are corporations duly incorporated under the laws of the Commonwealth of Pennsylvania for similar purposes; and

WHEREAS, the authorized capital stock of the Merging Corporation is \$420,000.00 divided into: A. 2000 shares of 6% cumulative preferred stock of the par value of \$100.00 each. B. 2200 shares of common stock of the par value of \$100.00 each; and

WHEREAS, the authorized capital stock of the Surviving Corporation is \$2,000,000.00 divided into 10,000 shares of Class A stock of the par value of \$100.00 each and 10,000 shares of Class B stock of the par value of \$100.00 each which classes are identical in all respects except as follows:

Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the charter of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed.

WHEREAS, each of said corporations is now actively engaged in transacting the business for which it was incorporated; and

WHEREAS, it is deemed advisable by each of the said corporations, as expressed by the action of a majority of the Directors of each, to merge the rights, privileges, franchises and properties of the said corporations;

NOW THEREFORE, in consideration of the premises and of the mutual promises, agreements and covenants herein contained, it is hereby mutually agreed by and between the parties hereto as follows:

- l. Centre County Canning Corporation, the Harging Corporation, shall marge into Hanover Canning Company, the Surviving Corporation which shall possess all the rights, privileges, franchises and properties theretofore vested in and belonging to each of the corporations, parties hereto, or to which they are entitled by reason of any matter, cause or thing whatsoever.
- 2. Said merger shall take effect upon the approval of this agreement by a majority of the shareholders of each of the parties hereto at a duly called and held meeting of said shareholders and upon the execution, filing, and approval of such documents and the doing of such acts and things as are required by the law of the Commonwealth of Pennsylvania.
- date when the merger becomes effective shall continue to be the Bylaws of the Surviving Corporation.
- shall, until some change in the By-Laws thereof be hereafter made, be nine (9) and the names and residences of those chosen as Directors who shall hold office until their respective successors shall be elected and shall qualify are:

Goodwin M. Davis, 8707 Atlantic Avenue, Margate, New Jersey
J. W. Fullerton, 219 Stock Street, Hanover, Pennsylvania
John R. Miller, Jr., Hillcrost Drive, Millheim, Pennsylvania
Alrie K. Warchime, 257 Frederick Street, Hanover, Pennsylvania Mariet L. Frey, R.D. #3, Hanover, Pennsylvania Eugene F. Lee, 314 Adams Avenue, State College, Pennsylvania Norman T. Petow, 1318 Cloverland Drive, York, Pennsylvania Alan R. Warehime, R.D. #3, Hanover, Pennsylvania J. William Warehime, 257 Frederick Street, Hanover, Pennsylvania

- 5. The preferred stock of the Merging Corporation shall be exchanged for Debentures of the Surviving Corporation to be dated as of April 1, 1965 maturing April 1, 1975, to be issued in denominations of \$100, \$500, and \$1,000, bearing interest at the rate of 6% per annum, payable October 1 and April 1 of each year, callable at any time in whole or in part, at 105% of principal and in respect to which, if not redeemed prior to maturity, the sum of \$5.00 per \$100.00 of if not redeemed prior to maturity, the sum of \$5.00 per \$100.00 of principal value will be paid to holders in addition to the principal of \$100 face value of such debentures for each share of such preferred
- 6. The common stock of the Merging Corporation shall be exchanged for Class "B" common stock of the Surviving Corporation at the rate of one (1) share of the common stock of the Herging Corporation for three and one-tenth (3.1) shares of the Class "B" common stock of the Surviving Corporation.
- 7. In all cases where the proportion of securities to be received shall consist of or include fractions of shares of stock of the Surviving Corporation, the Surviving Corporation shall pay out cash in lieu of issuing such fractional shares at the rate of \$147.13 for one full share of stock of the Merging Corporation.
- 8. Each of the parties hereto agrees that it will not, pending final action on the Merger herein agreed to, known with the control of the state of stock, or engage in any activities of the state of stock, or engage in any activities other than the customary and normal business activities now carried on by it, and that each of them will continue actively to pursue and carry on its normal business. Pending final action on the Merger, none of the parties shall doclare, issue, distribute, or pay any dividends except regular quarterly or semi-annual dividends not greater than its most recently declared quarterly or semi-annual dividend: and none of the parties shall declare, issue, or semi-annual dividend; and noneof the parties shall declare, issue, or distribute any shares of stock by way of stock dividends.
- 9. The Merging Corporation shall furnish to the Surviving Corporation a list of its shareholders, with the address and the number and class of shares held by each as of and on the date of approval of this Plan of Morger by its shareholders.
- 10. The shareholders of the Merging Corporation shall deposit their Certificates of Stock with the Secretary of the Surviving Corporation who shall thereupon deliver to each depositing shareholder of the Merging Corporation debentures and/or class "B" common stock of the Surviving Corporation in accordance with the exchange formula contained in paragraphs 5 and 6 hereof.
- II. This agreement is made and executed under the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania, approved May 5, 1933, as amended, which Act is hereby incorporated into and made a part of this joint plan.
- From and after the effective date of the Plan of Herger the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, powers and franchises as well of a public as a private nature, and be subject to all the restrictions, disabilities and duties of the Harging Corporation and all and singular, the rights, privileges, powers, and franchises of the large corporation, and all property, real, persons and franchises of said corporation, and all property, real, personal and mixed, and all debts due said corporation in whatever amount, as well for stock subscriptions as all other things in action or belonging to said corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be hereafter as effectually the property of the Surviving Corporation as they were of the Herging Corporation, provided, however, that all rights of creditors and all

lices upon any property of said Merging Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the merger, and all debts and liabilities and duties of said Merging Corporation shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

or be advised that any time the Surviving Corporation shall deem things are necessary or desirable to vest, or to perfect or confirm, property acquired or to be acquired by reason of or as a result of poration shall and will execute and deliver all such proper deeds, proper so to vest, perfect or confirm title to surviving Corporation shall and will execute and deliver all such proper deeds, proper so to vest, perfect or confirm title to such property in the agreement.

IN WITNESS WHEREOF, this instrument has been duly executed this 27th day of February, 1965.

Attest:

HANOVER CANNING COMPANY

(Signed) M. L. Frey secretary

(Signed) Alan R. Warehime President

Attest:

CENTRE COUNTY CANNING CORPORATION

(Signed) M. L. Frey Secretary

(Signed) Herold T. Breon President

Approved and filed in the Department of State on the 29th day of April A. D. 1965.

Deputy Secretary of the Commonwealth

J

DSCB-56 (Rev. 5-60)

# Commonwealth of Pennsylvania



DEPARTMENT OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, under the terms of the Business Corporation Law, approved and required to issue a

#### CERTIFICATE OF MERGER

evidencing the merger of one or more corporations into one of such corporations under the provisions of that law:

AND WHEREAS, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by CENTRE COUNTY CANNING CORPORATION, and HANOVER CANNING COMPANY.

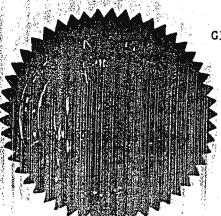
THEREFORE, KNOW YE, That subject to the Constitution of this Common-wealth, and under the authority c. the Business Corporation Law, approved caused to be sealed with the Great Seal of the Commonwealth, merge the

## CENTRE COUNTY CANNING CORPORATION

into and with

HANOVER CANNING COMPANY, the Surviving Corporation

which shall continue to be invested with and have and enjoy all the powers, privileges and franchises incident to a domestic business corporation, and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.



GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg this 29th day of April in the year of our Lord one thousand nine hundred and sixty-five and of the Commonwealth the one hundred and eighty-ninth.

end cikney-ninen.

Deputy Secretary of the Comments

93

of Amendment

## COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

	ompliance with the legislement of compliance with the laptice of the 1933, P.L. 364, as amended, the applicant desiring ticles hereby certifies, under its corporate seal that:	
L. T	name of the corporation is:	
	Anover Canning Company	-
. T	location of its registered office is: Penn Township, York County, Pennsylvania (P.O. Hanover, Pa.)	
<del></del>	Annil 29 1874 entitled "Ar	Act to
	corporation was formed under the Act of <u>provide for the incorporations</u> , as s	on and
	date of incorporation is: December 12, 1924	
. (	trike out (a) or (b) below, whichever is not applicable)	•
dopt ere:	The meeting of the shareholders of the corporation at which the amendment was held at the time and place and pursuant to the kind and period of no stated.  The luth day of April 1965.	ent was otice
11	ace: the office of the corporation, Penn Township, York County	. Pa.
I	ace: the office of the corporation, Tenn Townsello,	
. 1	nd and period of notice: 10 days written notice to each holder of	
	shares of any class.	
	The total number of shares outstanding was Class B - 9765 shares	ų.
		. i
	The number of shares entitled to vote was* Class A - 2337 shares as	7d
(	The number of shares entitled to vote was* Class A - 2337 shares as	
an parameter	Cines 3 - 9764 shires	:4
7.	the action taken by the shareholders:	34
7.	the action taken by the shareholders:  a) The number of shares voted in favor of the amendment was:***	nd .
7.	Class 3 - 9766 shares  the action taken by the shareholders:  The number of shares voted in favor of the amendment was:**  A stock: 1832 shares; and Class B stock: 5697	<b>14</b>
7.	Class 3 - 9766 shares  the action taken by the shareholders:  The number of shares voted in favor of the amendment was:**  A stock: 1832 shares; and Class B stock: 5697  The number of shares voted against the amendment was:**	<b>7.</b>
7. Clas	Class 3 - 9766 shares  a the action taken by the shareholders:  a) The number of shares voted in favor of the amendment was:**  A stock: 1832 shares; and Class B stock: 5697  b) The number of shares voted against the amendment was:**  A stock: None; and Class B stock: None	
7.	Class 3 - 9766 shares  the action taken by the shareholders:  The number of shares voted in favor of the amendment was:**  A stock: 1832 shares; and Class B stock: 5697  The number of shares voted against the amendment was:**  A stock: None; and Class B stock: None	shere.
Class cack	Class 3 - 9766 shares  the action taken by the shareholders:  The number of shares voted in favor of the amendment was:**  A stock: 1832 shares; and Class B stock: 5697  The number of shares voted against the amendment was:**	shares to vote shares such as

- \$30.00.

NOTE:

Filing fee

The amendment adopted by the shareholders, set forth in full, follows: 

"2nd. The nurnose or purposes of the corporation are: To grow farm He tollows: pack, bake, dehydrate, sell and distribute, both at wholesale and at retail, food products, supplies and related materials and by-products thereof."

Paragraph "7th" of the Articles as heretofore amended is further amended

The amount of the capital stock of said corporation is as follows: \$3,000,000.00 divided into 10,000 shares of Class A stock of the par value of \$100.00 each and 20,000 shares of Class B stock of the par value of \$100.00 each. The rights, nowers, preferences, limitations and priorities appertaining to each of the foregoing classes of stock shall be as followe:

Said classes of stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any preferences, restrictions or qualifications of said shares except as follows:

Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the articles of incorporation of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affimative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its President or Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this day of day of

(President or Vice

Attest: Secretary

CORPORATE SEAL )

approved and filed in the Department of State on the Commonith Deputy

> ED\_006106\_00000750-00031

Communically of Pennsylvania

# Department of State

To All To Whom Those Presents Shall Come, Greeting:

approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

# CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

the amendment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY

Therefore, Rnow De, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Biven under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this

29th day of April

in the year of our Lord one thousand nine
hundred and sixty-five and of
the Commonwealth the one hundred and
eighty-ninch

Deputy Secretary of the Commonwell's

ED\_006106\_00000750-00032

The sailed of the sail of the "If the shares of any class were surthird to you as a class, the mande the his all other classes would for and against such assendances respectively sho

MOTES. If the collect of the prescription is to inverse the authorized capital stack of the corporation. THE ROLL OF THE STATE OF THE PARTY OF THE PA

CHILD. On BRIDE TO RESOLUTE OF CHILDREN PLY COM and Owing

	3. The amendment adapted by the abundakian, an furth in full follows:	
	The Attacked Exhibit A is hereby impreparated hereis by retargose.	
	The control of the co	
	A to the constant of the const	
	The consequence of the Artistic Antistic Consequence of the Consequenc	
	Charles of the Control of the Contro	
	The state of the s	
Section of the sectio	as Di. Tistlescott Addition of the applicant has cancel these Articles of Applicant to the second of the Articles of Applicant to the second of the Articles of Applicant to the Articles of the Articles of Applicant to the Articles of the Articles of Applicant to the Articles of the Art	
10000000000000000000000000000000000000	TOTAL CONTROL OF THE PARTY OF T	
<b>中国</b>	Willed Red	
	COMPONATED	
	And the state of t	
	Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the Department of State on the 2042  Approved and find in the	
TO THE PARTY OF TH		

## ATTICLES OF AMERICANT BARTISE CAMBLES COMPANY

8. The Asserdments adopted by the shareholders, set forth in full, follow:

## Amendment of Perspreps 7th:

"7th. The smount of the capital stock of said corporation is \$4,000,000. divided into 10,000 shares of Class A stock of the par value of \$100.00 each and 30,000 theres of Class B stock of the par value of \$100.00 each. The rights, powers, preferences, limitations respectivities apportaining to each of the foregoing classes of stock shall be as follows:

Said classes of stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any praferences, restrictions, or qualifications of said shares except as follows:

Holders of Class B stock shall have exclusive voting power for the election of directors and en all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock hald by them except that in the event of proposed assembles to the sprices of incorporation which shall a fight advanced the holders of the carporation which shall a fight advanced the holders he adopted without the affirmative vote of the holders of a majority of the charge of Class A stock, and except further that if no dividend be paid on shares of class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed."

# Amendment Restating the Articles in their entirety:

lst. The name of corporation is Hamover Canning Company.

2nd. The purpose or purposes of the corporation are: To grow ferm produce, fruits and vegetables; to manufacture, process, can, freese, pack, beloe, dehydrate, sell and distribute, both at wholesale she at retail, feed products, supplies and related materials and by products thereof.

Jrd. The legation and post office address of its registered effice is this Communicaltie is: Pens Township, York County) State of Penssylvania

4th. Said corporation is to exist perpetually.

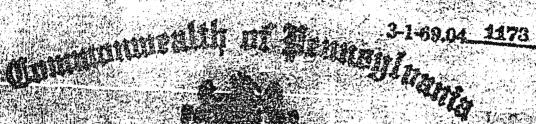
7th. The amount of the capital stock of said corporation is \$4,000,000. divided into 10,000 shares of Class A stock of the per value of \$130.00 such and 30,000 shares of Class B stock of the per value of \$100.00 for rights, powers, proferences, limitations and priorities appartaining to such of the feregoing classes of stock shall be so follows:

Exhibit A-1

Said classes of stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any preferences, restrictions, or qualifications of said shares except as follows:

Helders of Glass is stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock chall have no voting power with respect to shares of maid stock held by them except that in the event of a proposed semiderat to the extitles of improvation of the corporation which shall affect adversely the bolders of Class A stock, no sign ampoint shall be edopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to can vote for each share of much stock held metil such time as the payment of dividends is resumed.

Exhibit A-2



## PER IN INVIEWE Willes of the Wettelary of the Commonerially

## TO ALL TO WHOM THESE PROPERTS SHALL COME, GREETING

LARGE WASHINGTON BULL BULL

WARDREAS, Is and by Article VIII of the Business Corporation Law. Approved the flits day of May, Army Downing one thousand nine bundred and bility-three, the Department of State is authorized and required to is one a

### CERTIFICATE OF AMENDMENT

Printer ling the amenument and resistancent of the Articles of Accorporate in their intires, of a basiness corporation organized under or subject bethe DETTELSE OF BUSINESS AND

TILE IS The stipulations and conditions of the law passissor to the amendment of Articles of Incorporation have been fully complied with by

### HANOVER CANNING COMPANY

HENCEPORTH, The "Avuoles," as deliased in Avuola Tof the " Corporation Law, shall not include any prior documents;

THEREFORE, KNOW YE, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Le by these presents, which I have caused to be Sealed will the Quest Seal of Se Commonwealth extend the rights and powers of the corporative in accordance with the terms and provisions of the Articles of Ame sented by it to the Department of State, with full power and suthersby to us enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commences

CLYEN, under my bland sad the Ofest See of the Comments the at the Coy of Harristony, this 20th Award Jahusey in the res Amedred and all profession of the Communication of and nimety-third

38C11-257 (9-65)

Articles of Amendment

# Commonwealth of Pennsylvania Department of State Corporation Bureau

19	33, P.L. 364, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that:
_	The name of the corporation is:
	Hanover Canning Company
2.	The location of its registered office is:
	Penn Township, York County, Pennsylvania (Post Office Hanover, Pa.)
3.	April 29, 1874 entitled "An Act to provide The corporation was formed under the Act of for the incorporation of certain corporation."
<b>4</b> .	Its date of incorporation is: December 12, 1924
5.	(Strike out (a) or (b) below, whichever is not applicable)
ınd	(a) The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time place and pursuant to the kind and period of notice herein stated.
	Time: The 21st day of May 19 69
	Place: The office of the corporation in Penn Township, York County, Pa.
	Kind and period of notice: 10 days written notice to each holder of shares of
	my class.
1	At the time of the action of the shareholders:  Shares of Class A stock: 7,980  (a) The total number of shares outstanding was: Shares of Class B stock: 23,803  (b) The number of shares entitled to vote was: 23,803 shares of Class B stock. No shares  Class A stock were entitled to vote.
	In the action taken by the shareholders:
	(a) The number of shares voted in favor of the amendment was:**
	18,628 shares of Class B stock
	(b) The number of shares voted against the amendment was:**
	None
or O	If the shares of any class were entitled to vote as a class, the number of shares of each class so estitled and the number of shares of all other classes entitled to vote should be set forth.  If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of shares of such class and shares of
OI	E: Filing fee 330.00. (In addition to any amount of excise tax due and owing)

8. The amendment adopted by the shareholders, set forth in full, follows:

Pesolved that Article 1st of the Articles of Incorporation of this corporation, as restated, which now reads:

"lst. The name of corporation is Hanover Canning Company" be amended so that the said Article 1st shall hereafter read:

"Ist. The name of the corporation is Hanover Brands, Incorporated"



IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its President or Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this \_\_\_\_\_\_\_, 1969

By: (President or Vice President)

Atteste

Approved and filed in the Department of State on the

A. D. 19

Secretary of the Commenced to

for

# Commonwealth of Pennsylvania

## Department of State

To All To Whom These Presents Shall Come, Greeting:

Julyerens, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

ment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY
Named changed to
HANOVER BRANDS, INCORPORATED

Therefore, Runto Iv, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Scaled with the Great Scale of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given	under my Hand and the Great Seal of the Common-
	6thday ofJune
	in the year of our Lord one thousand nine hundred and sixty-nine
	the Commonwealth the one hundred and
	Laces Lycla or
	Secretary of the Comment

# Commonwealth of Pennsylvania Department of State Corporation Bureau

Articles of

Amendment	Corporation Ziureau
In com 1933, P.L.	apliance with the requirements of Article VIII of the Business Corporation Law approved the 5th day of May, 364, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that
	me of the corporation is:
HAN	OVER BRANDS INCORPOPATED
	Township, York County, Pennsylvania (P.O. Hanover, Pa.)
3. The cor	rporation was formed under the Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporation
1	of incorporation is: December 12, 1924
·	out (a) or (b) below, whichever is not applicable)
and place a	meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and pursuant to the kind and period of notice herein stated.
Time: T	the 26th day of May 19 71.
Place:	The office of the corporation in Penn Township, York County, Pa.
Kind ar	nd period of notice: 10 days written notice to each holder of shares of
any	class.
	commission in the second structure and the control and the con
	Shares of Class A stock: 8,752
	total number of shares outstanding was: Shares of Class B stock: 26,172
(b) The	number of shares entitled to vote was:* Shares of Class A stock: 8.752  Shares of Class B stock: 26,172
	action taken by the shareholders:
(a) The	number of shares voted in favor of the amendment was:**  Shares of Class A stock: 5,205
the view-distance of the second	Shares of Class B stock: 16,299
(b) The	number of shares voted against the amendment was:**  Shares of Class A stock: None  Shares of Class B stock: Rone
*If the s	shares of any class were entitled to vote as a class, the number of shares of early class so entitled and the num-
ber of share	es of all other classes entitled to vote should be set forth.
• If the	shares of any class were entitled to vote as a class, the number of shares of such class and the number of other classes voted for and against such amendment respectively should be set forth.
	e effect of the amendment is to increase the authorized carital stock of the corporation, encine tax at the
racot is	of 1% on the amount of increase will be due and payable with the filing of the amendment
	ng (ee 530.00, tin addition to any amount of excise tax due and owing)

8 The amendment adopted by the shareholders, set forth in full, follows:

The attached Exhibit A is hereby incorporated herein by reference.

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its President or Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this address of the second of the secon

HANOVER BRANDS, INCORPORATED

By: (President or Vice President)

Attest:

(Secretary or Treasurer)

(CORPORATE)

Approved and filed in the Department of State on the 25th day of June,

A. D. 19. 71

(V. Richard Institut

\*\*\*

#### EXHIBIT A

## ARTICLES OF AMENDMENT HANCVER BRANDS, INCORPORATED

8. The amendment adopted by the shareholders, set forth in full, follows:

7th. The amount of the capital stock of said corporation is \$7,000,000 divided into 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, 10,000 shares of Class A stock of the par value of \$100.00 each and 30,000 shares of Class B stock of the par value of \$100.00 each. The rights, powers, preferences, limitations and priorities appertaining to each of the foregoing classes of stock shall be as follows:

The Cumulative Preferred Shares may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the corporation shall have authority, by resolution, to divide any or all of the Cumulative Preferred Shares into one or more series and, with respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

The holders of Cumulative Preferred Shares shall be entitled to receive and the corporation shall be obliged to pay, but only when and as declared by its Board of Directors and only out of its surplus or net profits, cash dividends at such rate per share per annum for each particular series as shall have been fixed as aforesaid by the Board of Directors, and no more, payable quarterly on the first day of each January, April, July, and October. Such dividends shall be cumulative from the dates as follows: (a) in the case of shares issued prior to the record date for the initial dividend on shares of the series of which such shares shall constitute a part, then from the date fixed as aforesaid for such purpose by the Board of Directors; (b) if issued during the period commencing immediately after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from such dividend payment date; and (c) otherwise from the dividend payment date next preceding the date of issue of such shares.

So long as any of the Cumulative Preferred Shares shall remain outstanding, no dividend (other than dividends payable in Class A or Class B shares, or both) shall be paid on shares of any class which, with respect to payment of dividends or distributions in Liquidation, shall rank junior to the Cumulative Preferred Shares, while is all dividends on all outstanding Cumulative Preferred Shares for all past quarterly dividend periods shall have been paid and full dividends thereon for the then current quarterly dividend period declared and a sum sufficient for the payment thereof set apart.

The corporation, at the option of its Board of Directors, may redeem all or any of the outstanding Cumulative Preferred Shares or all or any shares of any series thereof upon payment in cash in respect of the shares so redeemed of the redemption price fixed as aforesaid by the Board of Directors in respect of the series of which such shares shall constitute a part, plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not such dividends shall have been earned or declared. Any such redemption shall be in such amount, at such place and in such manner as the Board of Directors may determine. In the case of a redemption of less than all the outstanding Cumulative Preferred Shares of any series, the particular shares to be so redeemed shall be selected by lot.

At least 30 days prior to the date fixed for such redemption, written notice thereof shall be mailed by the Corporation to the several holders of record of the Cumulative Preferred Shares to be so redeemed, at their respective addresses as the same appear upon the books of the Corporation.

From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to said notice) all dividends on the Cumulative Preferred Shares thereby called for redemption shall cease to accrue and all rights of the holders thereof as shareholders in the Corporation, except the right to receive the redemption price, shall cease and determine, and such Cumulative Preferred Shares shall not be deemed outstanding for any purpose.

All Cumulative Preferred Shares so redeemed shall be cancelled and shall not be reissued.

On any voluntary or involuntary liquidation of the Corporation, before any payment or distribution shall be made to the holders of any Class A or Class B Shares, the holders of the Cumulative Preferred Shares shall be entitled to be paid the amounts respectively fixed therefor as aforesaid by the Board of Directors in respect of each outstanding series of Cumulative Preferred Shares, plus an amount equal to all accumulated and unpaid dividends thereon to the date of such payment, whether or not such dividends shall have been earned or declared.

After such payment shall have been made in full to the holders of Cumulative Preferred Shares, they shall be entitled to no further payment or distribution.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a liquidation within the meaning of this subdivision.

Holders of Cumulative Preferred Stock shall have no voting power in respect to shares of such stock held by them except that in the event of a proposed amendment to the articles of incorporation of the corporation which shall affect adversely the holders of Cumulative Preferred Stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the outstanding shares of Cumulative Preferred Stock, and except that if no dividend

be paid on shares of Cumulative Preferred Stock for three consecutive fiscal years, the holders thereof shall have the right of one vote for each share of such stock held until such time as the payment of dividends on such stock is resumed.

2. Class A stock and Class B stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any preferences, restrictions, or qualifications of said shares except as follows:

Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the articles of incorporation of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed.

# Communicalth of Pennsylvania

## Department of State

To All To Whom These Presents Shall Come, Greeting:

Thereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDM

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully compliced with by

#### HANOVER BRANDS. INCORPURATED

Therefore, Know Ur, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given	under my Hand and the Great Seal of the Common- wealth, at the City of Harrisburg, this
	in the year of our Lord one thousand nine hundred and seventy-one and of
	the Commonwealth the one hundred andninety-fifth
	C. Ke Laner Bucker
	Secretary of the Commonwealth, plo

Statement of Amendment Under Section 602 of Pa. B.C.L. COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

In compliance with the requirements of Section 602 of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the Applicant desiring to amend its Articles hereby certifies, under its

1. The name of the corporation is:

## HANOVER BRANDS, INCORPORATED

2. The resolution establishing and designating the class or series and fixing and determining the relative rights and preferences thereof

WHEREAS, this corporation is authorized by its articles of incorporation to issue up to 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, in one or more series; and

WHEREAS, the articles of incorporation set out, generally, the rights, powers, preferences, limitations and priorities of such cumulative preferred stock, but provide that the Board of Directors of the corporation shall have the authority, with respect to each series of such stock to fix and determine a distinguishing designation therefrom and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon; (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation of the corporation; and

WHEREAS, the Board of Directors wish to authorize the issuance of a series of such Cumulative Preferred Shares having the rights, powers, preferences, limitations and priorities set out in the Articles of as to such series.

RESOLVED FIRST, the Board of Directors does hereby authorize the issuance of a series of 5000 Cumulative Preferred Shares of this corporation to be designated and known as its "84% Cumulative Preferred Stock, Series A."

RESOLVED SECOND, the dividend rate on such 8½ Cumulative Proferred Stock, Series A, is hereby fixed at 8½ payable quarterly on the 1st day of April, July, October and January, and in the case of shares of such series issued prior to the record date for the initial dividend thereon shall be cumulative from the record date first succeeding the date of issuance of such shares.

RESOLVED THIRD, the price at which shares of such 84% Cumulative Preferred Stock, Series A, may be redeemed is hereby fixed at \$101 per share plus accrued and unpaid dividends, but no such redemption shall at the intermediate years from and after October 1, 1971.

RESOLVED FOURTH, that the amount payable in respect to each share of such discumulative Preferred Stock, Series A, upon voluntary or isacrued and unpaid dividends.

RESOLVED FIFTH, that the president and secretary of this corporation are hereby authorized and directed to prepare, execute and file with the Department of State of the Commonwealth of Pennsylvania a statement setting forth the information required by Section 602 of the Pennsylvania Business Corporation Law of 1933, as amended.

3. The aggregate number of shares of such class or series established by (1) the above resolution, (2) all prior statements filed under this Act with respect thereto, and (3) any other provision of the Articles is:

o,000 shares

4. The resolution was adopted:

By unanimous vote of the Directors duly convened upon due notice at the annual meeting of the Board of Directors at 11:00 o'clock A.M., May 27, 1971 at the offices of the corporation at Hanover, Pennsylvania.

IN TESTIMONY WHEREOF, the applicant has caused this Statement to be signed by its President and Secretary and its corporate seal, duly attested by its Secretary, to be hereunto affixed this 30 M day of fight 1971.

HANOVER BRANDS, INCORPORATED

BY resident

Attest:

Secretary

(CORPORATE SEAL)

Filed in the Department of State on the 30th day of

<u>September, A. D.</u>, 1971.

C. Ac Law of the Commonwealth

Statement of Amendment Under Section 602 of Pa. B.C.L.

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

In compliance with the requirements of Section 602 of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the Applicant desiring to amend its Articles hereby certifies, under its

1. The name of the corporation is:

HANOVER BRANDS, INCORPORATED

The resolution establishing and designating the class or series and fixing and determining the relative rights and preferences thereof is as follows:

WHEREAS, this corporation is authorized by its articles of incorporation to issue up to 30,000 shares or Cumulative Preserved Stock of the par value of \$100.00 each, in one or more series; and

WHEREAS, the articles of incorporation set out, generally, the rights, powers, preferences, limitations and priorities of such cumulative preferred stock, but provide that the Board of Directors of the corporation shall have the authority, with respect to each series of such stock to fix and determine a distinguishing designation therefrom and the relative rights and preferences thereof with respect to be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon; (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation of the corporation; and

WHEREAS, the Board of Directors wish to authorize the issuance of a series of such Cumulative Preferred Shares having the rights, powers, preferences, limitations and priorities set out in the Articles of as to such series.

RESOLVED FIRST, the Board of Directors does hereby authorize the issuance of a series or 5000 Cumulative Preferred Shares of this corporation to be designated and known as its "bl." Cumulative Preferred Stock, Series B."

RESOLVED SECOND, the dividend rate on such 8.% Cumulative Preferred Stock, Series B is hereby fixed at 8.% payable quarterly on the 10th day of April, July, October and January, and in the case or shares of such series issued prior to the record date for the initial dividend date of issuance or such shares.

RESOLVED THIRD, the price at which shares of such 822 Cumulative Preferred Stock, Series B may be redeemed is hereby fixed at \$101 per share plus accreed and unpaid dividends, but no such redesption shall three years from and after July 1, 19/3.

RESOLVED FOURTH, that the amount payable in respect to each snare or such 82% Cumulative Preferred Stock, Series & upon voluntary or involuntary liquidation or this corporation, is hereby fixed at \$100,

RESOLVED FIFTH, that the president and secretary of this corporation are hereby authorized and directed to prepare, execute and rile with the Department of State or the Commonwealth of Pennsylvania a statement setting forth the information required by Section 602 of the Pennsylvania Business Corporation Law of 1933, as amended.

The aggregate number of shares of such class or series established by (1) the above resolution, (2) all prior statements riled under this Act with respect thereto, and (3) any other provision of the

10,000 shares

The resolution was adopted:

By unanimous vote or the Directors duly convened upon due notice at the regular quarterly meeting of the Board or Directors held February 8, 1973 at the offices of the corporation at Hanover, Penna.

IN TESTIMONY WHEREOF, the applicant has caused this Statement to be signed by its President and Secretary and its corporate seal, only attested by its Secretary, to be hereunto arrived this 202 day of pane, 1973.

HAMOVER BRANDS, INCORPORATELY

President

(CORPORATE SEAL)

Approved and filed in the Department of State on the 25th day or . 1973.

Secretary of the Commonwealth

COM  considered  c	Incorporated in this Commonwonform to the recor  ork County, as incorporated is: entitled "Al Lecember 1." ete one of the follow areholders of the cant to the kind and	m Act to 2, 1924 wing): corporation at period of noti	C.  VANIA  ess Corpor  amend i  Department  Pennsylv  provid	Secreta ration Laits Articit nt of State vania (	ry of the Co  (Box for Co  w, act of M  cs. does he  is hereby	Pennsylvanite  Direction  Directi	th )
CON  In compliance with the requirem  L. 364) (15 P. S. \$1806), the und  at:  The name of the corporation is:  Hanover Brands,  The location of its registered office of correct the following statement to concern the following	(Line for numerical Monwealth O DEPARTMENT CORPORATIO  ents of section 806 ersigned corporated corporated in this Commonwonform to the recorporated is:  entitled "Al December 1."  December 1."  December 1."  as incorporated is:  entitled "Al December 1."  and to the kind and day of Ju	m Act to 2, 1924 wing): corporation at period of noti	Department):  Pennsylv  provid	Secreta ration Lits Article nt of Sta	(Box for Caw, act of Mes, does he is hereby	corporation	th )
COMpless of compliance with the requirem L. 364) (15 P. S. \$1806), the undust.  The name of the corporation is:  Hanover Brands.  The location of its registered office of correct the following statement to complete the state the following statement to complete the following statement to complete the state of the stat	IMONWEALTH O DEPARTMENT CORPORATIO  ents of section 806 ersigned corporated Incorporated in this Commonweather to the recor  ork County, as incorporated is: entitled "Al December 1." ete one of the following archolders of the following architecture archite	of PENNSYL. T OF STATE ON BUREAU S of the Businon, desiring to des	Department):  Pennsylv  provid	Secreta ration Lits Article nt of Sta	(Box for Caw, act of Mes, does he is hereby	corporation	th )
In compliance with the requirement. L. 364) (15 P. S. \$1806), the understate.  The name of the corporation is:  Hanover Brands,  The location of its registered office of the following statement to concern the following stateme	DEPARTMENT CORPORATIO  ents of section 806 ersigned corporation  Incorporated in this Commonwonform to the recorporate of the recorporate of the follow are holders of the fallow of July 1942 (1942)	OF STATE ON BUREAU  Sof the Busin on, desiring to	Department):  Pennsylv  provid	Secreta ration Lits Article nt of Sta	(Box for Caw, act of Mes, does he is hereby	corporation	th )
In compliance with the requirem.  L. 364) (15 P. S. \$1806), the undiat:  The name of the corporation is:  Hanover Brands,  The location of its registered office of correct the following statement to concern the following state	CORPORATIO  ents of section 806 ersigned corporation  Incorporated in this Commonwonform to the recor  ork County,  as incorporated is: entitled "All Lecember 1."  ete one of the following archolders of the cant to the kind and	of the Busing to	Department in Pennsylv	nt of Sta	(Box for Caw, act of Mes, does he is hereby	Certification lay 5, 1933 reby certify authorized authorized corporations of the corporation of the corporat	,)17331
In compliance with the requirem  L. 364) (15 P. S. \$1806), the und  at:  The name of the corporation is:  Hanover Brands,  The location of its registered office of correct the following statement to concern the following statement the following statement to concern the following statement the fo	Incorporated in this Commonwonform to the recorrect "Ar Lecember 1."  December 1."	of the Busing to the desiring to the search is (the reds of the Department of the De	Department): Pennsylv provid	nt of Sta	the interest	authorized	,)17331
L. 364) (15 P. S. \$1806), the unditate:  The name of the corporation is:  Hanover Brands,  The location of its registered office of correct the following statement to concern the following st	Incorporated in this Commonwonform to the recor  ork County, as incorporated is: entitled "Al Lecember 1." ete one of the follow areholders of the cant to the kind and	n Act to 2, 1924 wing): corporation a	Department): Pennsylv provid	nt of Sta	P.O. Har	authorized	
The name of the corporation is:  Hanover Brands,  The location of its registered office of correct the following statement to concern the following statement the following statement the follo	ork County,  as incorporated is: entitled "Al  December 1."  tete one of the follow hareholders of the fallow	n Act to 2, 1924 wing): corporation a	Pennsylv provid	vania () le for	P.O. Har	nover, Pa	
Hanover Brands.  The location of its registered office of correct the following statement to control to to	ork County,  as incorporated is: entitled "Al  December 1."  tete one of the follow hareholders of the fallow	n Act to 2, 1924 wing): corporation a	Pennsylv provid	vania () le for	P.O. Har	nover, Pa	
Penn Township, Y  (CITY)  3. The statute by or under which it w  Act of April 29, 1874, certain corporations. If  4. The date of its incorporation is:  5. (Check, and if appropriate, completed at the time and place and pursuant in the complete co	ork County,  as incorporated is: entitled "Al  December 1."  tete one of the follow hareholders of the fallow	n Act to 2, 1924 wing): corporation a	Pennsylv provid	vania () le for	P.O. Har	nover, Pa	
Penn Township, Y  (CLIV)  3. The statute by or under which it w  Act of April 29, 1874, certain corporations. "  4. The date of its incorporation is: 5. (Check, and if appropriate, comple  \overline{X} The meeting of the sh held at the time and place and pursu.  Time: The 10th  Place: Office of the  Kind and period of notice W  address *s shown on th	as incorporated is: entitled "Al Lecember 1." te one of the follow eareholders of the cant to the kind and	n Act to  2, 1924  wing):  corporation a i period of noti	Pennsylv provid	e for	P.O. Har	corporati	
Penn Township, Y  COLORD  3. The statute by or under which it w  Act of April 29, 1874,  Certain corporations. If 4. The date of its incorporation is: 5. (Check, and if appropriate, comple  The meeting of the sh  held at the time and place and pursu.  Time: The	as incorporated is: entitled "Al  December 1."  December 1	n Act to 2, 1924  wing): corporation at period of noti	provid	e for	the in	corporat	
3. The statute by or under which it w  Act of April 29, 1874, certain corporations. "  4. The date of its incorporation is: 5. (Check, and if appropriate, comple  \[ \infty \] The meeting of the sh held at the time and place and pursu.  Time: The 10th  Place: Office of the  Kind and period of notice W  address as shown on th	as incorporated is: entitled "Al  December 1."  December 1	n Act to 2, 1924  wing): corporation at period of noti	provid	e for	the in	corporat	
3. The statute by or under which it w  Act of April 29, 1874, certain corporations. "  4. The date of its incorporation is: 5. (Check, and if appropriate, comple  \[ \infty \] The meeting of the sh held at the time and place and pursu.  Time: The 10th  Place: Office of the  Kind and period of notice W  address as shown on th	as incorporated is: entitled "Al  December 1."  December 1	n Act to 2, 1924  wing): corporation at period of noti	, which the	Andreas Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle			ion of
Act of April 29, 1874, certain corporations. If 4. The date of its incorporation is: 5. (Check, and if appropriate, comple	December 1.  December 1.  December 1.  Determine the following are holders of the following are to the kind and day of July 1.	n Act to 2, 1924  wing): corporation a period of noti	, which the	Andreas Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle			ion of
4. The date of its incorporation is:  5. (Check, and if appropriate, comple  The meeting of the sh held at the time and place and pursu.  Time: The	December 1.	2, 1924 wing): corporation a l period of noti	, which the	Andreas Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle (Andreas Angle	•		e e e e e e e e e e e e e e e e e e e
4. The date of its incorporation is:  5. (Check, and if appropriate, comple  The meeting of the sh held at the time and place and pursu.  Time: The	December 1.	2, 1924 wing): corporation a l period of noti	, which the	Andreas de la companya de la company	•		
5. (Check, and if appropriate, complete in the second of t	areholders of the ant to the kind and	ving): corporation a l period of noti	ı which ti	he amen		adopted wat	
The meeting of the sh held at the time and place and pursu.  Time: The	areholders of the cant to the kind and	corporation a l period of noti	which th	he amen	t	adopted wat	م
Time: The 10th  Place: Office of the  Kind and period of notice W  address as shown on th	day of Ju				dment was	5.3	
Time: The 10th  Place: Office of the  Kind and period of notice W  address as shown on th	day of Ju			stated.		*********	ي يان
Place: Office of the Kind and period of notice W address as shown on th		<u>ine, 19</u>	<u></u>			500	
Kind and period of notice W	Corporation	in Penn	Townsl	hip.	Cork Cou	mty. ka.	
IIII Light programme of the control	ritten notice e records of on Ney 31,	e addres theCorp 1974.	oration	n, pla	ced in	the Unit	ed State
The amendment was all of the shareholders entitled to vot			setting for	orth the a	action so tal ration.	ken, signed b	ציי
6. At the time of the action of share							
(a) The total number of shares		Class A		8 -	9,800		
(a) The total number of shates		Class E	share <u>share</u>	8 - 18			
(b) The number of shares entit	led to vote was:	Class A	share	:s -	9,800 28,777		
go - Amar 45 Mil - Migh. 14 all - Ambrig and specialists spage - Marriell by Spage - It is discharge all is about greet an	remain ere to the territory of the second of	OT093 ;			THE RESERVE AND ADDRESS OF THE PARTY.	-	
						and the same of the same	
ALL THE PROPERTY OF THE PARTY O	Proprieta de la Calaboria de Consendor	A . M. CO. W. PHENDER	es distributes	W 1157	e Constitution (Cons		A CONTRACTOR
					.;;;;;		
				i ka sa sa Tanggaran			, ·
	Source of the state of the stat	*		-115	Ç. •.		
	18					-1.	
	i en	11.		( 4)			
	74	CONTRACTOR OF STREET	No. of Concession, Name of Street, or other party of the Concession, Name of Street, or other pa		-Stope Stope & Property	entrantia di seri	

the Department, but should be filed with the minutes of the corporation.

# Communicality of Pennsylvania

## Department of State

To All To Whom These Presents Shall Come, Greeting:

Illiperens, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

# CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Minerens, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Therefore, Ernau Uv. That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Biven	under my Hand and the Great Seal of the Common- wealth, at the City of Harrisburg, this 10th day of July					
	in the year of our Lord one thousand nine hundred					
	the Commonwealth the one hundred and					
	2 1/2 1					

C. DE Law Tucker

		Filed this JAN 2 3 1988 of	1,5
APPLICANT'S ACC'T NO.	t .	Commonwealth of Pennsylvania	
DSCB: BCL-806 (Rev. 8-72)	8609 671	Department of State	
Filing Fac: S40	(Line for numbering)		12.
AB-2	152804	Rife Tolleaun J.	
Articles of	COMMONWEALTH OF PENNSYLVANIA	hoven assessing.	
Amendment— Domestic Business Corporation	DEPARTMENT OF STATE CORPORATION BUREAU	Secretary of the Commonwealth	1 7
7		(Box for Certification)	
(P. L. 364) (15 P. S. §1806), that:	requirements of section 806 of the Business Corp the undersigned corporation, desiring to amend	poration Law, act of May 5, 1933 d its Articles, does hereby certify	
1. The name of the corporation	on is:		
Hanover	Brands, Incorporated		$\mathcal{L}$
The location of its register	red office in this Commonwealth is (the Departm	and of State to beauty and	
to correct the following staten	ent to conform to the records of the Department)	ient of State is nereby authorized	
(P.O. Box 334, Hano	ver - Mailing Address)		
(NJMBER)		(STACET)	
Penn Township, York	County Pennsy	Ivania 17331	
1		(ZIP CODE)	
3. The statute by or under wh	•		
corporations"	74 entitled "An Act to provide for the	ne incorporation of certain	
4. The date of its incorporati	on is: December 12, 1924		/-
5 (Chuck and if appropriate	complete one of the following):		// 4
	1		1
	the shareholders of the corporation at which to burn to the kind and period of notice herein		
	day of		· •//
	Research & Development Building, Per	on Township York County PA	gr: 5
* *	ice Written Notice sent First Class }		
all classes of re	ecord as of November 15, 1985 on Nove	amber 15, 1985	
	t was adopted by a consent in writing, setting for		
	to vote thereon and filed with the Secretary of th	ne corporation,	
	ah a rah al dans.		
B. At the time of the action of	MIMICHOLICIS:		12.00
8. At the time of the action of (a) The total number of a		; Class B Common 19,664)	
8. At the time of the action of  (a) The total number of a  38,020 Total (Prefe	thares outstanding was:  rred - 5877; Class A Common - 12,479	Class B Common 19,664)	
8. At the time of the action of  (a) The total number of a  38,020 Total (Prefe	thares outstanding was:  rred - 5877; Class A Common - 12,479		
8. At the time of the action of  (a) The total number of a  38,020 Total (Prefe	thares outstanding was:  rred - 5877; Class A Common - 12,479;  entitled to vote was:		
8. At the time of the action of  (a) The total number of a  38,020 Total (Prefe	thares outstanding was:  rred - 5877; Class A Common - 12,479;  entitled to vote was:		
8. At the time of the action of  (a) The total number of a  38,020 Total (Prefe	thares outstanding was:  rred - 5877; Class A Common - 12,479;  entitled to vote was:		
8. At the time of the action of  (a) The total number of a  38,020 Total (Prefe	thares outstanding was:  rred - 5877; Class A Common - 12,479;  entitled to vote was:		
8. At the time of the action of  (a) The total number of a  38,020 Total (Prefe	thares outstanding was:  rred - 5877; Class A Common - 12,479;  entitled to vote was:		

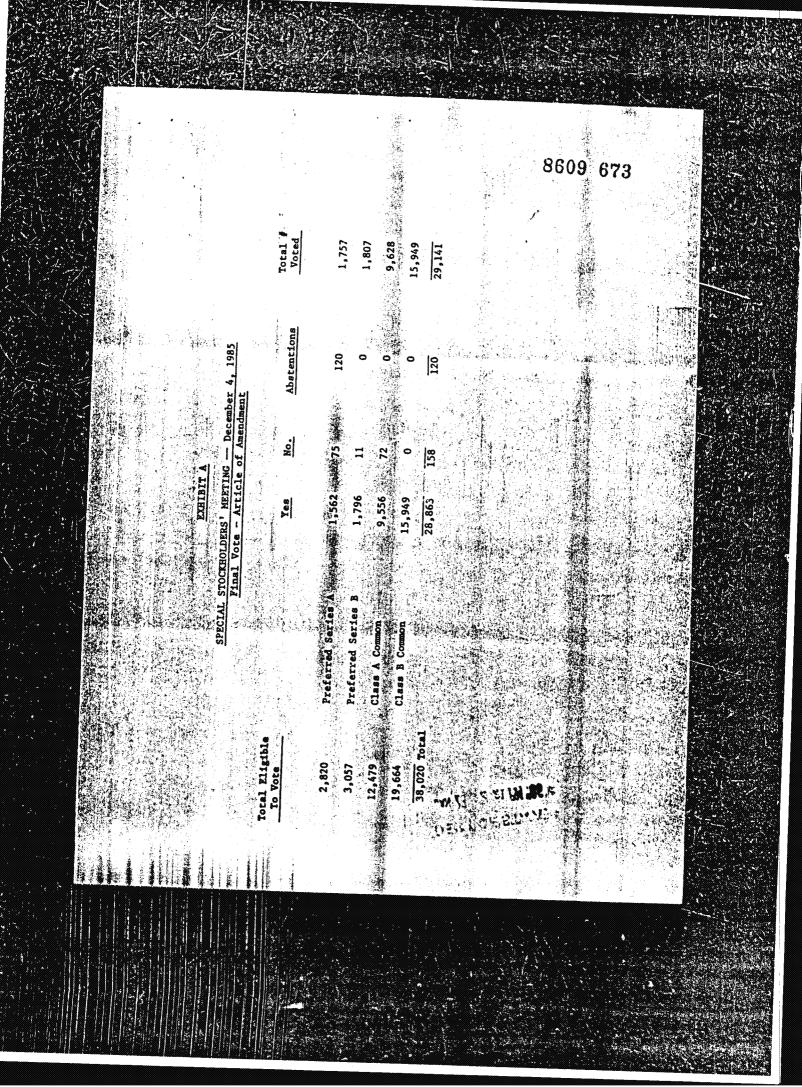
(a) The number of shares voted in favor of the amen				
The attached Exhibit A is hereby incom	rporated by	y reference	9.	
(b) The number of shares voted against the amendm	ent was:		7	4 1
The attached Exhibit A is hereby incor			<b>.</b>	
. The amendment adopted by the shareholders, set for	th in full, is a	s follows:		
The attached Exhibit B is hereby inco	rnorated b	w roferan		
	rboraced '	A rererent	.8.	
		A-1		
:				
IN TERTIMONY WULFBERF ALL THE				
IN TESTIMONY WHEREOF, the undersigned co-	proporation ha	s caused the	se Articles of /	Amendmen
IN TESTIMONY WHEREOF, the undersigned consigned by a duly authorized officer and its corporereunto affixed this17th,day ofJahu	orporation ha rate seal, du ary	s caused the ly attested by 19 85	se Articles of /	Amendmen
IN TESTIMONY WHEREOF, the undersigned consigned by a duly authorized officer and its corporereunto affixed this 17th day of Jahu	ary	19 86 .	another such	officer, to
IN TESTIMONY WHEREOF, the undersigned consigned by a duly authorized officer and its corporereunto affixed this 17th, day of Jahu	ary	ly augsted by 19 <u>80</u> . er Brands,	another such Incorporate	officer, to
IN TESTIMONY WHEREOF, the undersigned consigned by a duly authorized officer and its corporereunto affixed this	ary	ly augsted by 19 <u>80</u> . er Brands,	another such	officer, to
reunto affixed this 17th day of Jahu	Hanov	ly augsted by 19 <u>80</u> . er Brands,	another such Incorporate	officer, to
tent:	ary	er Brands,	another such Incorporate	officer, to
tent:  Secretary  Secretary	Hanov	er Brands,	Incorporationi	officer, to
tent:  Secretary  (ITILE SECRETARY ASSOCIATION OF THE ANGULARY AND ANGULARY	Hanov	er Brands,  iname of	Incorporation COAPORATION INTURE:	officer, to
tent:  Secretary  (ITILE SECRETARY ASSOCIATION OF THE ANGULARY AND ANGULARY	Hanov	er Brands,  INAME OF  VICE Pres	Incorporation COAPORATION INTURE:	officer, to
Secretary  (Intersecretary ASSACRAMASS	Hanov	er Brands,  iname of	Incorporation COAPORATION INTURE:	officer, to
tent:  Secretary  (ITILE SECRETARY ASSOCIATION OF THE ANGULARY AND ANGULARY	Hanov	er Brands,  iname of	Incorporation COAPORATION INTURE:	officer, to
Secretary  Gary T. Knisely  STRUCTIONS FOR COMPLETION OF FORM  A. Any necessary copies of Form DSCB:17.2 (Co	Hanov By:	er Brands,  er Brands,  NAME OF  Vice Pres	Incorporations  COMPONATIONS  LATURE:  ident  VICE PRESIDENT 276  Noel	officer, to
Secretary  (Intersecretary ASSACRAMASS	Hanov By:	er Brands,  er Brands,  NAME OF  Vice Pres	Incorporations  COMPONATIONS  LATURE:  ident  VICE PRESIDENT 276  Noel	officer, to

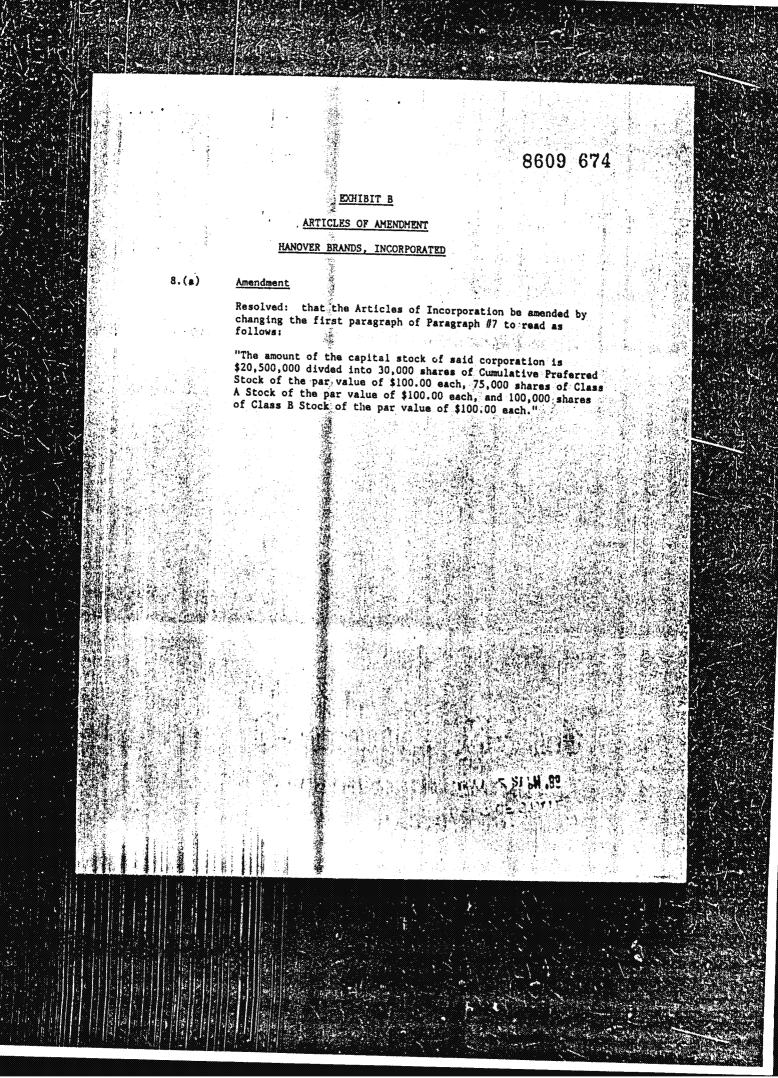
D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).

set forth is Verstands 7(a) 31 1018 40 16476

BCL 1807 (15 P. S. 1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

right provote as a class, the number of shares of such class and the





# Commonwealth of Pennsylvania



Bepartment of State

## To All to Mhom These Presents Shall Come, Greeting:

Threas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

TIPETEUS, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Therefore, Know He, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Giuett under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 23rd day of January in the year of our Lord one thousand nine hundred and eighty six and of the Commonwealth the two hundred and tent

Secretary of the Commonwealth

152804 Filed this JUN 0 3 1965 of 86361475 APPLICABIT'S ACC'T NO Commonwealth of Pennsylvania Department of State DSC8: BCL-806 (Rev. 8-72) Filling Fee: \$48 AB-2 (Line for numbering) COMMONWEALTH OF PENNSYLVANIA Articles el DEPARTMENT OF STATE Domestic Business Corporation CORPORATION BUREAU Secretary of the Commonwealth (Box for Certification) In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. \$1806), the undersigned corporation, desiring to amend its Articles, does hereby certify 1. The name of the corporation is: Hanover Brands, Incorporated 2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department): (P. O. Box 334, Hanover - Mailing Address) Penn Township, York County Pennsylvania 3. The statute by or under which it was incorporated is: Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations", 4. The date of its incorporation is: \_\_\_ December 12, 1924 5. (Check, and if appropriate, complete one of the following): The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated. 22nd \_\_\_ day of \_\_\_ May Place: Corporate Research & Development Building, Penn Township, York County, PA Kind and period of notice Written Notice sent First Class Mail to all shareholders of record as of May 2, 1986 on May 3, 1986. The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation. 6. At the time of the action of shareholders: (a) The total number of shares outstanding was: 38,021 Total (Praferred - 5,877; Class A Common - 12,480; Class B Common - 19,664) (b) The number of shares entitled to vote was: 18.021 (Preferred - 5,877; Class A Common - 12.480; Class B Common - 19.664)

DSC8:8CL-806 (Rev. 8-72)-2

- 7. In the action taken by the shareholders:
  - (a) The number of shares voted in favor of the amendment was:

The attached Exhibit A is hereby incorporated by reference.

(b) The number of shares voted against the amendment was:

The attached Exhibit A is hereby incorporated by reference.

8. The amendment adopted by the shareholders, set forth in full, is as follows:

The ettached Exhibit B is hereby incorporated by reference.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 28th day of May 1980

Attest:

Gary T. Knisely, Secretary (TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

PORATE SEAL)

Hanover Brands, Incorporated

. Noel, Vice President

(TITLE, PRESIDENT, VICE PRESIDENT, ETC.)

## INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- The shares of any manufactor sentiled to vote as a class, the number of shares of such class and the number of shares of all other classes where for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- BCL \$567 (15 P. S. \$1807) requires that the corporation shall advertise its intention to file or the filling of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

					86361477	
	PERCENTAGE	77.	82.2	, <b>8</b> 08		
EXHIBIT A OCTHOLDERS' MENTING BY 22, 1986 MARKEMICHT	TOTAL SHARES VOTED  2,589	2,347	10,160	15,656		
ANDINAL STREET, STREET	TOTAL ELIGIBLE TO WOTE 2,820	3,057	12,480	19,664		
	Traferred Series A	Fraferred Series B	Comon Class A	Common Class B		
		1.	· · · · · · · · · · · · · · · · · · ·			

#### EXHIBIT B

### ARTICLES OF AHENDMENT

## HANOVER BRANDS, INCORPORATED

## 8. (a) Amendment

Resolved: that the Articles Of Incorporated be amended by changing the first paragraph of Paragraph #7 to read as follows:

"The amount of the capital stock of said corporation is \$45,000,000 divided into 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, 200,000 shares of Class A Stock of the par value of \$100.00 each, and 220,000 shares of Class B Stock of the par value of \$100.00 each."



# Commonmealth of Hennaylvania

Department of State

# To All to Mhom These Presents Shall Came, Greeting:

TIPPER, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organised under or subject to the provisions of that Law, and

TIPTERE, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Cherefore, Kunn He, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Ginett under my Hand and the Great Seal of the Commonweelth, at the City of Harrisburg, this 3rd June in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred

Secretary of the Commonwealth

152822

			Filed this N 7 H 10	day of	
APPLICANT'S ACC'T NO.	86401055		Commonwealth of I	'ennsylvania	
DSCS: BCL-805 (Rev. 8-72)	Marting and the contraction of t				
F8tag F co: \$49 88-2	(Line for numbe	ring)	Reland	core de.	
krieles ei	COMMONWEALTH OF PENNSYLVANIA		Retentalleavery		
laerdamt	DEPARTMENT OF				
Bowerst's Australia Comparation	CORPORATION BI	UREAU	Secretary of the Cor	nmonwealth	
In compliance with the re- (P. L. 364) (15 P. S. §1806), that:	quirements of section 806 of the ne undersigned corporation, de	e Business Corpositing to amend	(Box for Ce ration Law, act of Ma its Articles, does here	v 5. 1933	
The name of the corporation	is:				
Hanover Br	ands, Incorporated		*	1	
опиры межных читом положения выправления выправления выправления общей общей от читом посторый общей общей общ	rathermoneum har 400° to the comment of the comment		***************************************		
<ol><li>The location of its registered to correct the following statement</li></ol>	i office in this Commonw 31th at to conform to the records of t	is (the Department):	nt of State is hereby a	uthorized	
(P. O. Box 334, Hano	ver - Mailing Address)		e e e		
(MINNEH)	I I		(3TREET)		
Penn Township, York	County	Pennsylv		-	
(CITY)		1. 216. 3 (1.0)	(ZIP COOS)		
I. The statute by or under which	h it was incorporated is:				
Act of April 29, 187	4 entitled "An Act to p	rovide for the	a incorporation of	f certain/	
corporations"		· 5			
4. The date of its incorporation	n is:vecemp	81 14. 1944	7		
5. (Check, and if appropriate, c	omplete one of the following):	A STATE OF THE STA	, i		
The meeting of the	he shareholders of the corpora pursuant to the kind and period			opted was	
Time: The 4th	day ofDecember	19 85			
and the second of the second o	the state of the s		an Maranah da 18a k		
Mace: Corporate	Research & Davelopment	bullding, rei	nn lownsnip, York	County, PA	
Kind and period of notic	e Written Notice sent	First Class M	ail to all shareh	olders_of	
all classes of recor	d as of November 15, 19	85 on Novembe	c 15, 1985	urinan, siriban sentanelini	
C) The amendment	was adopted by a consent in w	risina aasina far	h the antion as taken	stoned by	
all of the shareholders entitled t				signed by	
B. At the time of the action of a	hareholders				
	;		10		
(a) The total number of sh	***	1 - 1226 - 28			
Ja, UZU Total (Prafer	red - 5877; Class A Com	mon - 12,479;	Class B Common 1	9,664)	
(b) The number of shares of	entitled to vote was:				
i di Santa d	red - 5877: Class A Com	man = 12 A70.	Class R Common 1	0 664)	
	YOU TO YET PYEE VOOR	W. L			
in times etem compress absent tres					

DSCB:8CL-808 (Rev. 8-72)-2

- 7. In the action taken by the shareholders:
  - (a) The number of shares voted in favor of the amendment was:

The attached Exhibit A is Heraby incorporated by reference.

(b) The number of shares voted against the amendment was:

The attached Exhibit A is hereby incorporated by reference.

8. The amendment adopted by the shareholders, set forth in full, is as follows:

The attached Exhibit B is hereby incorporated by reference.

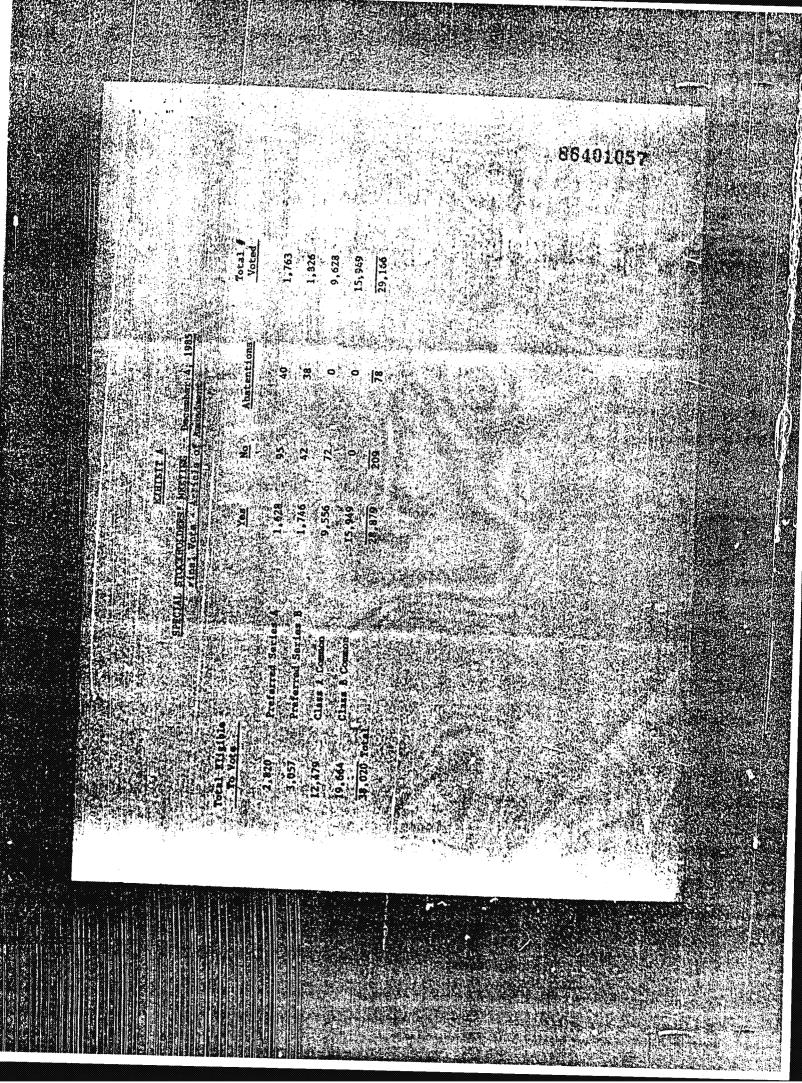
Gary T. Knisely, Secretary

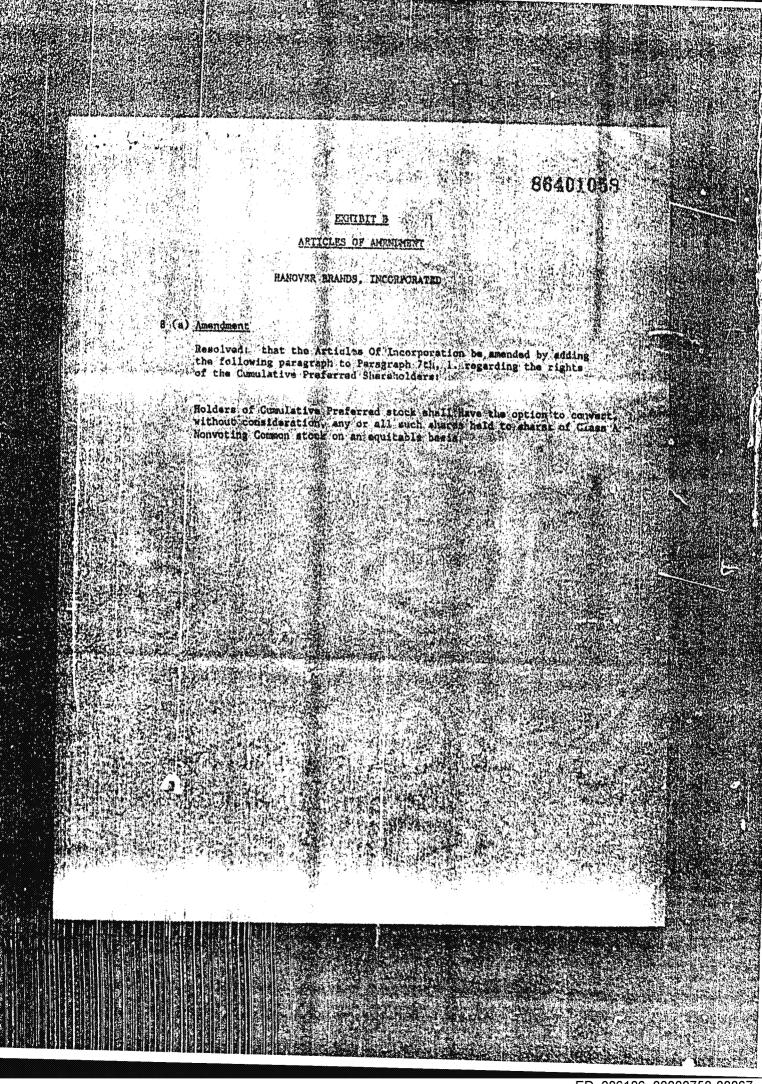
TOTLE MECHETARY, ASSISTANT SECRETAR -

Hanover Brands,

T. Nowl, Vice President ITITLE: PRESIDENT, VICE PRESIDENT, STC.)

- INSTRUCTIONS FOR COMPLETION OF FORM A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
  - B. Any necessary governmental approvals shall accompany this form.
  - C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
  - D. If the shares of any class were spittled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
  - E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of such class and the sea forth in Paragraphs (2) and (b).
  - POCL 1807 (15 P. \$1.63807) requires that the corporation shall advertise its intention to file or the thing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.





# Commonwealth of Pennsylvania 86401059

Department of State

## To All to Whom These Presents Shall Come, Greeting:

THEFFELS, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

### CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

TIPETPUS, The supulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully compiled with by

HANOVER BRANDS, INCORPORATED

Therefore, Know We. That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law. I do by these presents, which if have caused to be sealed with the Great Seal of the Commonwevith, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Giurn under my Hand and the Great Seal of the Common wealth, at the City of Harrisburg, this 26th in the year of our Lord one thousand nine hundred and sighty six and of the Commonwealth the two hundred, and tanti

cay

DEC -- 41 (7-79)

	1		Statement in the statement of the statem					
	• "		Filed this day of					
	APPLICANT'S ACC'T NO		JAN 15 1988 of 19					
	DSC8: BCI808 (Rev. 8-72)	8810 259	Commonwealth of Pennsylvania Department of State					
	Filling Fee: S40	(Line for numbering)						
11 11	48-2	152822	Sa 226-1					
	Articles of	COMMONWEALTH OF TENNSYLVANI	1					
	Amendmant Bernestic Business Corperation	DEPARTMENT OF STATE CORPORATION BUREAU	Secretary of the Commonwealth					
	despendent der stenden i mig i strumbyng nigspå sick finger – i de de stende state en til sick migrap i de							
	In compliance with the re- (P. L. 364) (15 P. S. §1806), that:	quirements of section 806 of the Business Con the undersigned corporation, desiring to amer	(Box for Certification) reporation Law, act of May 5, 1933 and its Articles, does hereby certify					
	1. The name of the corporation							
	manus at spin page and other security or a statement based based receive pulsarily region page.	Hanover Brands, Incorporated						
	2. The location of its registered	office in this Commonwealth is (the Department to conform to the records of the Department						
	(P. O. Box 334	. Hanover - Mailing Address)						
			(STREET)					
	(City)	County Penns	/Ivania 17331 (ZIP CODE)					
	3. The statute by or under which	it was incorporated is:	(AP CODE)					
	Act of April 29, 1874 entitled "An Act to provide for all							
		is: December 12, 1924						
	5. (Check, and if appropriate, co	emplete one of the following):						
	The meeting of the held at the time and place and p	e shareholders of the corporation at which arsuant to the kind and period of notice herein	the amendment was adopted was					
	Time: The 9th	day of _December 1987						
	Place: <u>Corporate Re</u>	search & Development Building, Pe	enn Township, York County, PA					
	Kind and period of notice	Written notice sent First Class	Mail to all shareholders					
-	of all classes of re	cord as of November 13, 1987 on N	lovember 13, 1987					
	The amendment will of the shareholders entitled to	as adopted by a consent in writing, setting fo vote thereon and flied with the Secretary of th	rth the action so taken, signed by e corporation.					
6	At the time of the action of shi	reholders:						
	(a) The total number of shares outstanding was:							
-	171,562 Total (Preferred -4111; Class A Common - 69,131; Class B Common - 98,320)							
	(b) The number of shares entitled to vote was:							
-	171,362 Total (Prefe	rred - 4111: Class A Common - 69.1	31: Glass B Common ~ 98.320)					
	•	14						
	Committee Committee							
H.		到时间的第三人称单数	and the second second second					
		E STATE OF THE STA	A CONTRACTOR OF THE STATE OF TH					
			14 Care 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1					
Ш								

DSCB:	ACI -	-806 H	Pav I	1-721-

- 7. In the action taken by the shareholders:
  - (a) The number of shares voted in favor of the amendment was:

The attached Exhibit A is hereby incorporated by Reference.

(b) The number of shares voted against the amendment was:

The attached Exhibit A is hereby incorporated by Reference,

8. The amendment adopted by the shareholders, set forth in full, is as follows:

The attached Exhibit B is hereby incorporated by Reference.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate scal, duly attested by another such officer, to be hereunto affixed this 15th day of January 19.88 hereunto affixed this \_\_\_\_15th

Gary T. Knisely, Secretary

Hanover Brands, Incorporated

Vice President

CORPORATE SEAL

#### INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- 61:2 Hd Che, shares of any class were entitled to vote as a class, the number of shares of all other classes voted for and against such amendment respectively should be classes by the paragraphs 7(a) and 7(b).
  - F. BCL 8807 (15 P. S. 81807) requires that the corporation shall advertise its intention to file or the filling of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

					3810 261	
					,	
		TOTAL NUMBER VOTED	1,502 2,159 51,907	83, 295		
DECEMBER 9, 1987	AMENDMENT	ABSTENTIONS	450 703 17,224	10,025		
	ARTICLE OF AM	NO N	o o o	0	3	
STOCKHOLDER'S MEETING	VOTE -	YES	1,502 1,456 51,907	88,295		*****
SPECIAL ST	FINAL	STOCK STOCK	referred Series A Preferred Series B Class A Common	Class B Common		
	TOTAL ELICIBLE	TO FOTE  10.952	2.159	98,320		
Control of the contro	1000 cm					
The state of the s						00000750-00071

#### EXHIBIT B

### ARTICLES OF AMENDMENT

HANOVER BRANDS, INCORPORATED

## 8 (a) Amendment

Resolved: That the Articles of Incorporation be amended by changing the first paragraph of Paragraph #7 to read as follows:

"The amount of the capital stock of said corporation is \$45,000,000 divided into 120,000 shares of Cumulative Preferred Stock of the par value of \$25.00 each, 800,000 shares of Class A Common Stock of the par value of \$25.00 each, and 880,000 shares of Class B Common Stock of the par value of \$25.00 each."

8870 885



Bepartment of State

# To All to Mhom These Presents Shall Come, Greeting:

Threas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

# CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

FIFTPES, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Therefore, Know He, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Gittett under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this day of January in the year of our Lord one thousand nine hundred and eighty-eight and of the Commonwealth the two hundred twelfth.

pjd

Alleredam Hamber 9017 459 APR 1 0 1990 Filed with the Department of State on Entry Number 0015 1180502 -012 Christyeler a. hurin ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION D8C5:15-1915 (Piev 89) in compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business exponention, desiring to amend its Articles, hereby states that: 1. The name of the corporation is: Hanover Brands, Incomported d 2. The address of this corporation's current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department): P.O. Box 334, York Street Extended, Hanover, PA York Hame of Commercial Registered Office Provider For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes. 3. The statute by or under which it was incorporated in: Pennsylvania Business Corporation Law 4. The original date of its incorporation is:\_\_\_\_ K. (Check, and if appropriate complete, one of the following): \* The amendment shall be effective upon filing these Articles of Amendment in the Department of State. \_\_The amendment shall be effective on:\_ 6. (Check one of the following): X...The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914 (c). 7. (Check, and if appropriate complete, one of the following): \_x\_The amendment adopted by the corporation, set forth in full, is as follows: The name of the Corporation is hereby amended to the following: Banover Foods Corporation The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

The restated Atticles of incorporation superacts the original Articles and all amendments thereto.  IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a day authorized officer thereof this.    NAME   Part	DSCB:15-1915 (Pev 69)-2			• ]	PED TEO	***	
HANOLER BRANDS, INC <sup>Name</sup> of Corporation)  BY:  John E. Denton. (Bignature)  President		•	the original Artic		9017	480	
President	IN TESTIMONY WHEREOF suthorized officer thereof this_	, the undersigned corpora day of	tion has caused t	hese Articles	of Amendment to	o be algned b	y a duly
			HANOVER BRAM BY: X John E.	Denton	e of Corporation (Signature)	n)	
			Pres	ildent			C. S.
				w.,			
		·				, , , , , , , , , , , , , , , , , , ,	
OF CENTS OF THE STATE OF THE ST				•	1995 <del>(1996)</del> 1995 1996		
20 VLS 10 VII 2: 10				j in		r''	
20 VLS 10 VII 2: 10				* *		•	
11.12.12.12.12.12.12.12.12.12.12.12.12.1							
		A OFFICE	# 9: 10 * 0 # 7 #				

Microffm Number 9028 298 Filed with the Department of State on JUN 0 5 1990 Christopher a. Luie Entity Number 152822 -014 ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION DBCB:18-1815 (Plev 69) in compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business consoration, desiring to amend its Articles, hereby states that: 1. The name of the corporation is: Hanover Brands, Incorporated 2. The address of this corporation's ourrent (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform York Street Extended, P.O. Box 334, Hanover, Pennsylvania 17331 Mumber and Street County Name of Commercial Registered Office Provider For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes. 3. The series ty or under which k was incorporated is: A for the incorporation of certain corporations Act of April 29, 1874 entitled "An act to provide The original date of its incorporation is: December 12, 1924 5. (Check, and if appropriate complete, one of the following):  $\frac{x}{x}$  The amendment shall be effective upon fiting these Articles of Amendment in the Department of State. \_\_The amendment shall be effective on:\_ 8. (Check one of the following): X. The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b). ...The amendment was adopted by the board of directors pursuant to 16 Pa.C.S. § 1914 (c). 7. (Check, and if appropriate complete, one of the following): X. The amendment adopted by the corporation, set forth in full, is as follows: The name of the Corporation is hereby amended to the following: Hanover Foods Corporation ...The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

	MONY WHEREOF, the undersigner thereof this			4	ed by a out	
		BY:	Hanover Brands, Ir	corporated of Corporation)		
		TITLE	John E. Dent	(Signature)		
			en e			
	:	•				
N:1	PA DEPT OF STATE	90 JUN -7 FI				4.7
se Paratici retuspas al		PA DEPT. OF	SIATE			
		TA DEL 1. UI	SIMIE			

				,	·
9027	7 766				,
Microfilm Number		Files	twish the news	· · · · · · · · · · · · · · · · · · ·	K 100A
	- <del>-</del>	FAMI		nt of State on JUN 0	
ntity Number 15282203	Military to a space of the spac		of the	a A. Kuri.	
		ent-usage	- Company	La, Mur	
	STATEM	ENT OF CORRE	Country of	the Commonwealth	
		DSCB:15-136 (Rev 89)	CHON		
			× -		
in compliance with the requiremental other person, desiring to correct as a document, hereby certifies that:	ents of 15 Pa.C.S In Inaccurate recor	. § 138 (relating to side of corporate or other	talement of corrections action or correct of	in) the undersigned as refective or erroneous a	sociation execution
The name of the association or o				*	
and and and and and and	wier beison is:	nanover roc	ous Corporation		
Control of the second state of the second se					
The (a) address of this association provider and the county of venue the records of the Department):		7 44 1011	rad to collact the lo	commercial registered flowing address to con	office nform to
York Street Extended, Number and Street	P.O. Box 334,	Hanover, Pennsy	Ivania 17331	York	
	•		State Zip	County	
Name of Commercial Registered Office Pro		- entropy stars a stansfer sufficiently and stars and st		County	**********
For an association represented by a co association is located for venus and o	ommercial registered	J office provider, the co	Ounty in (b) shall be do	semed the entire to the	
The inaccuracy or defect, which a Roll and Film Number 9017-459		neffective due (			
(Check one of the following):					
<del></del> -					
The portion of the document re a part hereof, The original document to which The original document to which					
N TESTIMONY WHEREOF, the und orized officer thereof or otherwise	ersigned association in its name this	lon or other person I	has caused this state June 19	ement to be signed by	a duly
		Hanover Bran	ds, Incorporate	đ	
			(Name	CONTRACTOR	
		BY:	10.3	e C	
			C Colgnatur	· X	
		TITLE: COTY T	. Knisely, Secre	etary ()	-
and the state of t					
	المالك على	1)			
	li e e e e e e e e e e e e e e e e e e e	1		**1-36-33-43-	
	Charles Cana			on reason.	
	SONO SONO SONO SONO SONO SONO SONO SONO		ACAN COMMENT		

		A. A	
any Number 152822	/C		John 18 1994
ARTICLES OF AMENDMENT-DON			TION
In compliance with the requirements of 15 Pa.C.S. § 1915 poration, desiring to amend its Articles, hereby states that:	:	( amendment), ti	ne undersigned business
The name of the corporation is: HANOVER FOODS C	CORPORATION		
The (a) address of this corporation's current registered off provider and the county of venue is (the Department is he to the records of the Department):	fice in this Commonwe preby authorized to co	alth or (b) commented the following	nercial registered office g address to conform
1486 York Street Hanover Number and Street City	PA State	17331 Zip	York
		and.	- County
or a corporation represented by a commercial registered office proporation is located for venue and official publication purposes.  The statute by or under which it was incorporated is:  to provide original date of its incorporation is:  December	ct of April 29	, 1874 enti	tled "An Act
Same own or an architecture of December			COLPORATIONS
(Check, and if appropriate complete, one of the following):	•	•	• *
X The amendment shall be effective upon filing these Ar		in the Departme	nt of State.
X The amendment shall be effective upon filing these As The amendment shall be effective on:		in the Departme	nt of State.
X_The amendment shall be effective upon filing these As	rticles of Amendment		
X The amendment shall be effective upon filing these At The amendment shall be effective on:	rticles of Amendment	i 1914(a) and (b	
X_The amendment shall be effective upon filing these ArThe amendment shall be effective on:	rticles of Amendment resuant to 15 Pa.C.S. 9	i 1914(a) and (b	
The amendment shall be effective on:(Check one of the following):  XThe amendment was adopted by the shareholders pu	in full, is as follows: the corporation is read in its elect of the corporation; the the corporation is read in its elect of the corporation; the corporation; the corporation; the corporation is the corporation; the corporation; the corporation; the corporation; the corporation is the c	i 1914(a) and (b C.S. § 1914 (c). shall be intirety as	amended follows:
X_The amendment shall be effective upon filing these Air_ The amendment shall be effective on:  (Check one of the following):  X_The amendment was adopted by the shareholders pure the amendment was adopted by the board of director (Check, and if appropriate complete, one of the following):  Y_The amendment adopted by the corporation, set forther the Articles of Incorporation of the by adding Paragraph 8, which shall the adding Paragraph 8, which shall the right to cumulate of directors of the corporation of the corporati	in full, is as follows: the corporation tread in its ecock of the corporation; the their votes coration."	shall be entirety as coration she for the ele	amended follows: all not ection
X_The amendment shall be effective upon filing these AiThe amendment shall be effective on:(Check one of the following): X_The amendment was adopted by the shareholders puThe amendment was adopted by the board of directo (Check, and if appropriate complete, one of the following): X_The amendment adopted by the corporation, set forth The Articles of Incorporation of the by adding Paragraph 8, which shallT8. The holders of common sto have the right to cumulate.	in full, is as follows: the corporation tread in its ecock of the corporation; the their votes coration."	shall be entirety as coration she for the ele	amended follows: all not ection
X_The amendment shall be effective upon filing these Air_ The amendment shall be effective on:  (Check one of the following):  X_The amendment was adopted by the shareholders pure the amendment was adopted by the board of director (Check, and if appropriate complete, one of the following):  Y_The amendment adopted by the corporation, set forther the Articles of Incorporation of the by adding Paragraph 8, which shall the adding Paragraph 8, which shall the right to cumulate of directors of the corporation of the corporati	in full, is as follows: the corporation le read in its ecock of the corporation: the thirty to the corporation of the corporation.	shall be entirety as coration she for the ele	amended follows: all not ection
The amendment shall be effective upon filing these Ai	in full, is as follows: the corporation: tread in its each of the corporation: the tread in its each of the corporation."	shall be entirety as coration she for the ele	amended follows: all not ection
The amendment shall be effective upon filing these Are	in full, is as follows: the corporation: tread in its each of the corporation: the tread in its each of the corporation."	shall be entirety as coration she for the ele	amended follows: all not ection

DSC8:15-1915 (Rev 89)-2 The restated Articles of Incorporation supersode the original Articles and all amendments thereto. IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duk authorized officer thereof this 18th day of October 1994 Chairman of the Board

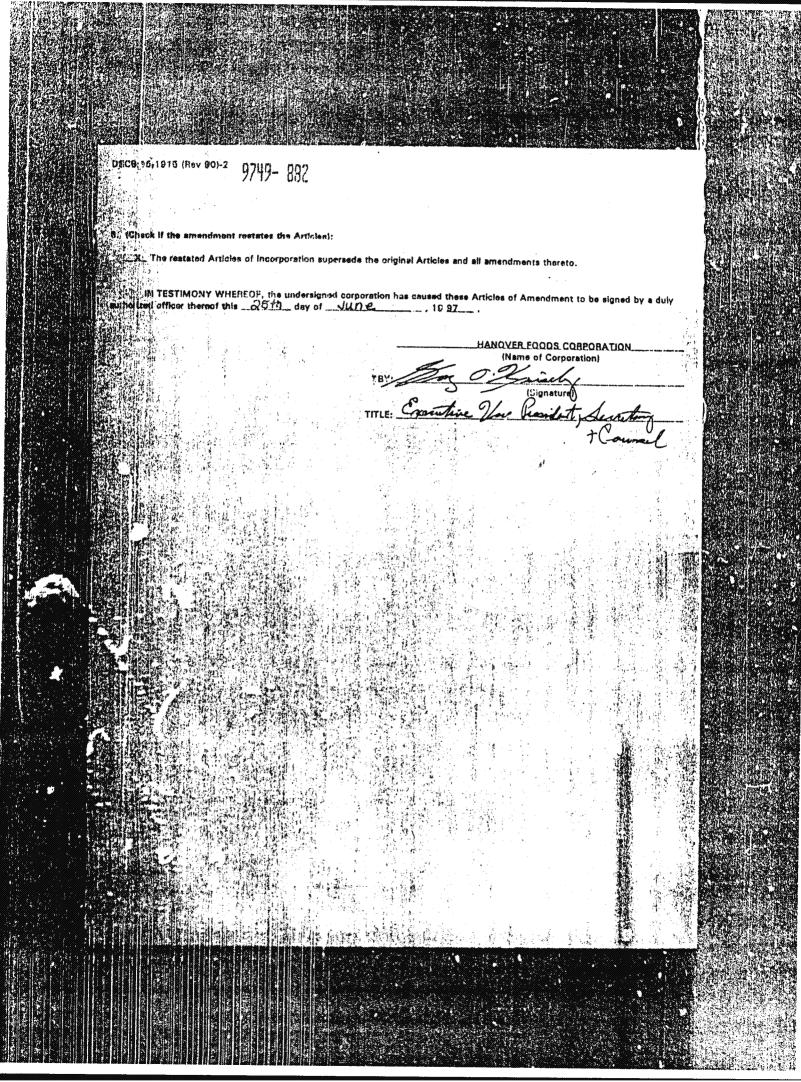


EXHIBIT A

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF HANOVER FOODS CORPORATION

Name

The name of the Corporation is:

Hanover Foods Corporation

Registered Office

The location and post office address of its current registered office in the Commonwealth of Pennsylvania is:

1486 York Street P.O. Box 334 Hanover, PA 17331

Purpose

The purpose or purposes for which the Corporation is incorporated are:

> To have unlimited power to engage in and do any lawful act concerning any or all i lawful business for which corporations may be incorporated under the provisions of the Business Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.

Tens ( The term for which the Corporation is to exist is perpetual ....

Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is one million, eight-hundred thousand (1,800,000); consisting of one million, six-hundred and eighty thousand (1,680,000) shares of common stock, par value \$25.00 per share (the "Common Stock"), and one hundred and twenty thousand (120,000) shares of preferred stock, par value \$25:00 per share (the "Preferred Stock").

The Common Stock shall consist of eight-hundred thousand (800,000) shares of Class A Common Stock (the \*Class A Common Stock") and eight hundred and eighty thousand (880,000) shares of Class B Common Stock (the "Class B Common Stock"). All shares of the Class A Common Stock and the Class B Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges with respect thereto, except that the holders of the Class B Common Stock shall have voting power for the election of directors and on all other corporate matters, and the holders of the Class A Common Stock shall have no voting power with respect to shares of said stock held by them, except as otherwise required by the Pennsylvania Business Corporation Law of 1988 as amended and except as follows: (i) in the event of a proposed amendment to these Amended and Restated Articles of Incorporation which shall affect adversely the holders of the Class A Common Stock, the holders thereof shall have the right, as a separate class, to one vote on such amendment for each share of such stock held and no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of the Cluss A Common Stock; (ii) if no dividend be paid on shares of the Class A Common Stock for three (3) consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed; and (iii) in the event any shares of the Series C Convertible Preferred Stock are issued and outstanding and become entitled to vote or consent on a matter which involves a Disputed Change of Board Control (as hereafter defined), each share of Class A Common Stock shall be entitled to one-tenth (1/10) of a vote per share with respect to such matter involving a Disputed Change of Board Control (as hereafter defined), and, in such event, the shares of Class A Common Stock shall vote together with the shares of Class B Common Stock and shares of Series C Convertible Preferred Stock as a single class of stock, and not as a separate class.

The Preferred Stock shall consist of fifteen thousand, two hundred and sixty-eight (15,268) shares of Series A Cumulative Preferred Stock (the "Series A Preferred Stock"), sixteen thousand, two hundred and sixty-eight (16,268) shares of Series B Cumulative Preferred Stock (the "Series B Preferred Stock"), (the Series A Preferred Stock and the Series B Preferred Stock, collectively, the "Cumulative Preferred Stock"), ten thousand (10,000) shares of Series C Convertible Preferred Stock, and such other shares of Preferred Stock as the Board of Directors may issue up to the total amount authorized.

Holders of Proferred Stock shall have the option to convert, without consideration, any or all such shares held to shares of Class A Common Stock on an equitable basis, which equitable basis shall, in the case of Series C Convertible Preferred Stock, be

deemed to be a conversion of one share of Series C Convertible Preferred Stock for one share of Class A Common Stock.

#### CUMULATIVE FREFEREND STOCK

The Cumulative Preferred Stock may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation shall have authority, by resolution, to divide any or all of the shares of Cumulative Preferred Stock into one or more series and, with respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

The holders of Cumulative Preferred Stock shall be entitled to receive and the Corporation shall be obliged to pay, but only when and as declared by its Board of Directors and only out of its surplus or net profits, cash dividends at such rate per share per annum for each particular series as shall have been fixed as aforesaid by the Board of Directors, and no more, payable quarterly on the first day of each January, April, July, and October. Such dividends shall be cumulative from the dates as follows: (a) in the case of shares issued prior to the record date for the initial dividend on shares of the series of which such shares shall constitute a part, then from the date fixed as aforesaid for such purpose by the Board of Directors; (b) If issued during the period commencing immediately after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from such dividend payment date; and (c) otherwise from the dividend payment date next preceding the date of issue of such shares.

The Statement of Amendments filed on September 30, 1971 and on June 25, 1973 under Section 602 of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, which created 8% Cumulative Preferred Stock, Series A, and 8% Cumulative Preferred Stock, Series B, respectively, shall continue in full force and effect hereafter, subject to the provisions of Section 1522 of the Pennsylvania Business Corporation Law of 1988 as amended, and subject to an adjustment of the redemption price and liquidation amount to \$25.25 and \$25.00 per share, respectively, to reflect a four-for-one stock split pursuant to the Certificate of Amendment filed on January 15, 1988. Nothing contained herein shall be construed to adversely affect any share of Cumulative Preferred Stock which is

outstanding on the effective date of these Amended and Restated Articles of Incorporation.

So long as any of the Cumulative Preferred Stock shall remain outstanding, no dividend (other than dividends payable in Class A Common Stock or Class B Common Stock, or both) shall be paid on shares of any class which, with respect to payment of dividends or distributions in liquidation, shall rank junior to the Cumulative Preferred Stock, unless all dividends on all outstanding Cumulative Preferred Stock for all past quarterly dividend periods shall have been paid and full dividends thereon for the then current quarterly dividend period declared and a sum sufficient for the payment thereof set apart.

The Corporation, at the option of the Board of Directors, may redeem all or any of the outstanding Cumulative Preferred Stock upon payment in cash in respect of the shares so redeemed of the redemption price fixed as aforesaid by the Board of Directors in respect of the series of which such shares shall constitute a part, plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not such dividends shall have been earned or declared. Any such redemption shall be in such amount, at such place and in such manner as the Board of Directors may determine. In the case of a redemption of less than all the outstanding Cumulative Preferred Stock, the particular shares to be so redeemed shall be selected by lot. At least 30 days prior to the date fixed for such redemption, written notice thereof shall be mailed by the Corporation to the holders of record of the Cumulative Preferred Stock to be so redeemed, at their respective addresses as the same appear upon the books of the Corporation. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to said notice) all dividends on the Cumulative Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders in the Corporation, except the right to receive the redemption price, shall cease and determine, and such Cumulative Preferred Stock shall not be deemed outstanding for any purpose. All Cumulative Preferred Stock so redeemed shall be canceled and shall not be reissued.

On any voluntary or involuntary liquidation of the Corporation, before any payment or distribution shall be made to the holders of any Class A Common Stock or Class B Common Stock, the holders of the outstanding Cumulative Preferred Stock shall be entitled to be paid the liquidation price fixed at \$25 per share, plus an amount equal to all accumulated and unpaid dividends thereon to the date of such payment, whether or not such dividends shall have been earned or declared.

After such payment shall have been made in full to the holders of Cumulative Preferred Stock, they shall be entitled to no further payment or distribution.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a liquidation within the meaning of this subdivision.

Holders of Cumulative Preferred Stock shall have no voting power in respect to shares of such stock held by them, except as otherwise provided by the Pennsylvania Business Corporation Law of 1980 as amended and except as follows: (i) in the event of a proposed amendment to these Amended and Restated Articles of Incorporation which shall affect adversely the holders of Cumulative Preferred Stock, the holders thereof shall have the right to one vote on such amendment for each share of such stock held and no such amendment shall be adopted without the affirmative vote of the holders of a majority of the outstanding shares of Cumulative Preferred Stock, and (ii) if no dividend be paid on shares of Cumulative Preferred Stock for three (3) consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends on such stock is resumed.

#### SERIES C CONVERTIBLE PREFERRED STOCK

A total of 10,000 shares of Preferred Stock is hereby designated as Series C Convertible Preferred Stock and shall have the following rights and privileges:

- (i) Such shares may be issued only to trusts which satisfy both of the following conditions:
- (A) the trust must be an employee benefit plan trust of the Corporation which is intended to qualify under the provisions of Section 401 et seq. of the Internal Revenue Code of 1986, as amended, including, but not limited to, the trust which has been established under the so-called Hanover Foods Corporation 401(k) Savings Plan; and
- (B) at least a majority of the trustees of the trust must be persons who qualify as "disinterested directors" of the Corporation under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation;
- (ii) Each share of Series C Convertible Preferred Stock shall be convertible into one share of Class A Common Stock of the Corporation (subject to proportional adjustment in the event of a stock split, stock dividend or other recapitalization of the

Class A Common Stock) at the option of the holder thereof, except that such conversion shall automatically occur upon the distribution of the shares of Series C Convertible Preferred Stock to beneficiaries of the employee benefit plan trusts if and when such distribution is made by such trusts. Any shares of Class A Common Stock of the Corporation which are received upon conversion of the Series C Convertible Preferred Stock shall be issued out of the authorized but unissued shares of Class A Common Stock;

(iii) Each share of Series C Convertible Preferred Stock shall be entitled to the same dividends or other distributions which are paid per share by the Corporation to holders of Class A Common Stock;

(iv) Each share of Series C Convertible Preferred Stock shall be entitled to a liquidation preference equal to the par value of \$25.00 per share which shall be paid in full prior to a liquidation distribution to the holders of Common Stock. A "merger" or "consolidation" of the Corporation shall not be deemed to be a liquidation.

(v) So long as at least a majority of the trustees of the trust are persons who qualify as Disinterested Directors (as defined below), each share of Series C Convertible Preferred Stock shall be entitled to 35 votes per share (subject to proportional adjustment in the event of a stock split, stock dividend or other recapitalization of the Class B Common Stock) with respect to any matter presented to the holders of Class B Common Stock for a vote or consent which involves a Disputed Change of Board Control (as hereafter defined), but shall not be entitled to vote on any other matter presented to the holders of the Class B Common Stock for a vote or consent. The voting rights of the Series C Convertible Preferred Stock set forth in the immediately preceding sentence shall expire five (5) years after the date on which any of such shares are first issued by the Corporation. The shares of Series C Convertible Preferred Stock shall vote together with the shares of Class B Common Stock and shares of Class A Common Stock as a single class of stock, and not as a separate class. The shares of Series C Convertible Preferred Stock shall not otherwise be entitled to vote in matters presented to holders of the Class B Common Stock. In no event shall the Series C Convertible Preferred Stock be entitled to vote on matters presented to holders of the C. ass A Common Stock other than a matter which involves a Disputed Change of Board Control as provided herein. Notwithstanding anything to the contrary contained herein, Series C Convertible Preferred Stock shall not be entitled to vote on any proposal (whether or not such proposal involves a Disputed Change of Board Control) if shares of Class A Common Stock are entitled to vote as a separate class on such proposal (except that if a single proposal involves

both (A) matters on which the Class A Common Stock is entitled to vote as a separate class and (B) matters on which Class A Common Stock is not so entitled, the single proposal shall be divided into two proposals, on the first of which the Class A Common Stock is entitled to vote as a separate class and the second of which the Class A Common Stock is not entitled to vote as a separate class, and the Series C Convertible Preferred Stock shall be entitled to vote on the second proposal); if no dividend is paid on shares of Class A Common Stock for three (3) consecutive years, Series C Convertible Preferred Stock shall not be entitled to vote until such time as the payment of dividends is resumed.

The term "Disputed Change of Board Control" refers to any of the following:

(A) any election of directors of the Corporation in which the slate of directors nominated for election by Disinterested Directors (as hereafter defined) of the Corporation is contested by other nominees, unless the nominees contesting the nominees of the Disinterested Directors are unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

(B) any proposal to remove one or more directors of the Corporation which has not been previously approved by the Board of Directors of the Corporation, unless the proposal is unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

(C) any proposal, which has not been previously approved by the Board of Directors of the Corporation, to amend these Amended and Restated Articles of Incorporation or the By-laws of the Corporation, or to effectuate a merger, consolidation, division, or sale of substantially all of the assets of the Corporation, unless the proposal is unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Marehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

If Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime or Blizabeth W. Stick (or their estates, if they are deceased) cease to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation, such persons shall be excluded from the list of persons whose unanimous support in writing is required in clauses (A), (B) and (C) above, but unanimous support in writing of the remaining persons shall still be required. If Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick (and their estates, if they are deceased) all cease of individually own of record at least 10,000 shares of Class B. Common Stock of the Corporation, each share of Series C. Convertible Preferred Stock shall automatically be converted into Class A. Common Stock of the Corporation.

The term "Disinterested Directors" refers to directors of the Corporation who are considered to be "disinterested directors" under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation.

In the event of a dispute as to whether a matter constitutes a "Disputed Change of Board Control," the decision by the Disinterested Directors as to whether or not the matter constitutes a Disputed Change of Board Control shall be final and conclusive in the absence of proof by clear and convincing evidence of bad faith by such Disinterested Directors. A Disinterested Director may abstain on any decision. A decision by a majority of the Disinterested Directors who actually vote on a matter shall be considered to be the decision of the Disinterested Directors.

#### REMAINING AUTHORIZED SHARES OF PREFERRED STOCK

The remaining authorized shares of Preferred Stock may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation shall have authority, by resolution, to divide any or all of the shares of Preferred Stock into one or more series and, with respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

#### 6. No Cumulative Voting

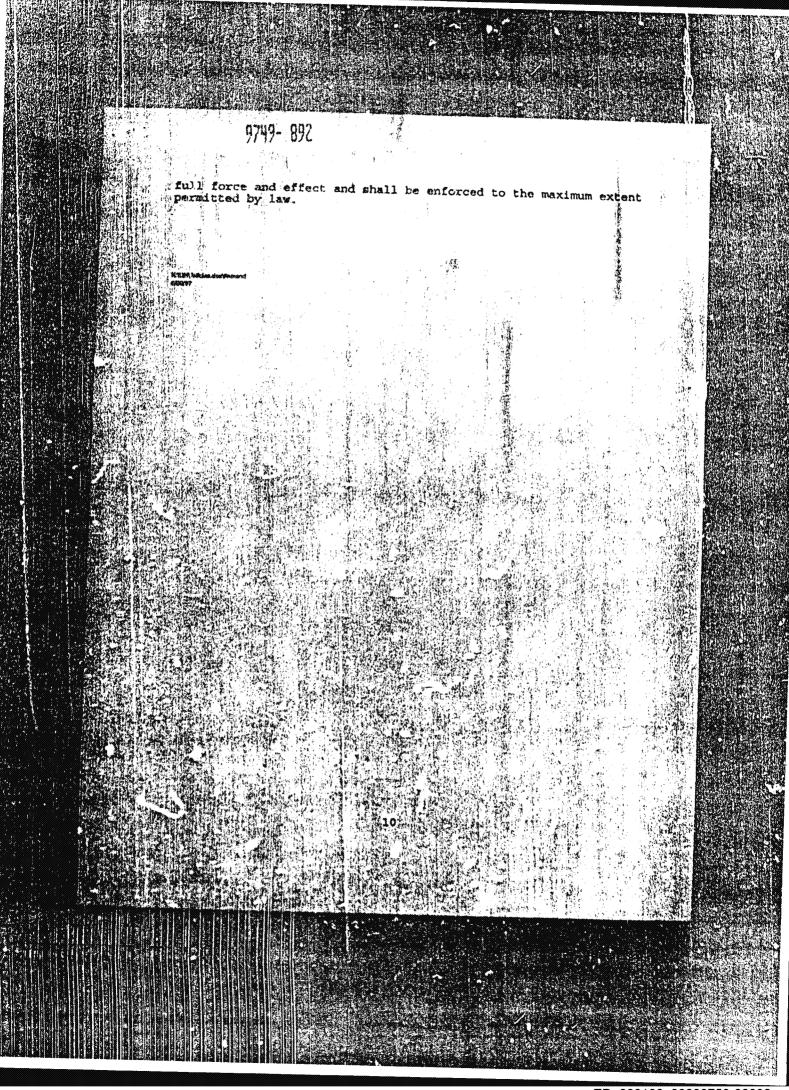
The holders of Common Stock of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

## 7. Classification of the Board of Directors

Effective at the annual shareholders meeting to be held in 1997, the Board of Directors shall be divided into four (4) classes, as nearly as equal in number as possible, known as Class A, consisting of one (1) director, Class B, consisting of one (1) director, Class C, consisting of two (2) directors, and Class D, consisting of two (2) directors. The Class A director shall serve until the annual meeting of shareholders to be held in 1998. At the annual meeting of shareholders to be held in 1998, the Class A director shall be elected for a term of four (4) years and, after expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. The Class B director shall serve until the annual meeting of shareholders to be held in 1999. At the annual meeting of shareholders to be held in 1999, the Class B director shall be elected for a term of four (4) years and, after the expiration of such term shall thereafter be elected every four (4) years for four (4) year terms. The Class C directors shall serve until the annual meeting of shareholders to be held in 2000. At the annual meeting of shareholders to be held in 2000, the Class C directors shall be elected for a term of four (4) years and, after the expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. The Class D directors shall serve until the annual meeting of shareholders to be held in 2001. At the annual meeting of shareholders to be held in 2001, the Class D directors shall be elected for a term of four (4) years and, after the expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. Each director shall serve until his successor shall have been elected and shall qualify, even though his term of office as herein provided has otherwise expired, except in the event of his earlier death, resignation, removal or disqualification. This Article 7, or any portion thereof, may be changed by a by-law amendment which is adopted by all of the then members of the Board of Directors of the Corporation.

#### 8. <u>Severability</u>

If any provision contained in these Amended and Restated Articles of Incorporation requires the affirmative vote of the holders of a majority of Class A Common Stock in order to permit such provision to become legally effective, such provision shall not be deemed legally effective until such affirmative vote is obtained; however, the remaining provisions of these Amended and Restated Articles of Incorporation shall nevertheless continue in



aromn Number	7/b	1-1599	Filed with the Depa	ertment of State on	AUG 1 4 1997
lty Number 1520	(1) [1]		Xre	the Xela	garage and a second
				Secretary of the Cor	CJL, dislanmon
ARTIC	LES OF AMEN		OMESTIC BUSINE	SS CORPORA	TION
			5-1916 (Rev 90)		
In compliance with t poration, desiring to amer				es of amendment),	the undersigned busines
The name of the corporat	tion is: <u>HANO</u>	VER FOODS	CORPORATION	Tarak Bilaharan da	
				MANAGORIA (Ministrativa grapo properti de alexan espetana quide en	PPER PER SERVICE & ESC. Like of a male and a
The (a) address of this co office provider and the co conform to the records of	unty of venue is (th	registered offi ne Department	ce in this Commonwes t is hereby authorized t	o correct the follow	commercial registered ing information to
a) 1486 York Street P		lanover	PA	17331	York
Number and Street		City	State	Żip	Cour.ty
b) c/o:	rcial Registered Off	ica Providar			County
	• .				•
or a corporation represents orporation is located for ve The statute by or under w	nue and official publi	cation purpose	8.	tled "An Act to prov	
orparation is located for ve	nue and official publishich it was incorpo- tion is:Decembs	cation purposes rated is: <u>Act</u>	8.	tled "An Act to prov	ide for the incorporation certain corporation
orparation is located for ve The statute by or under w The date of its incorporati	nue and official publishich it was incorpo- tion is:Decembs complete, one of the	cation purposes rated is: <u>Act</u> w 12, 1924 he following):	s. of April 29 <u>. 1874 enti</u> l		certain corporation
orporation is located for ve The statute by or under w The date of its incorporati Check, and if appropriateX The amendment sha The amendment sha	thich it was incorpo- tion is:Decambs complete, one of the ill be effective upon	cation purposes rated is: <u>Act.</u> or 12, 1924 the following): filing these A	of April 29, 1874 entil		certain corporation
orporation is located for ve The statute by or under w The date of its incorporati Check, and if appropriateX The amendment shaThe amendment shaThe amendment sha Check one of the following	thich it was incorpo- tion is:Dacambs complete, one of the fill be effective upon the effective on:	cation purposes rated is: _Act. ar 12_1924 he following): i filing these A	of April 29, 1874 entil  rticles of Amendment	in the Department (	oerteincorporation of State.
orparation is located for ve The statute by or under w The date of its incorporati Check, and if appropriate The amendment shaThe amendment wasThe amendment was	nue and official publishich it was incorporated in its:  December complete, one of the complete one of the	rated is: Act.  M. 12, 1924  the following):  filing these A	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to	in the Department of atat	oerteincorporation of State.
orporation is located for ve The statute by or under w The date of its incorporati Check, and if appropriateXThe amendment shaThe amendment sha Check one of the followin _XThe amendment wasThe amendment was	nue and official publishich it was incorporated in its:  December complete, one of the complete one of the	rated is: Act.  M. 12, 1924  the following):  filing these A	of April 29, 1874 entil  rticles of Amendment	in the Department of atat	oerteincorporation of State.
orporation is located for ve The statute by or under w The date of its incorporati Check, and if appropriateXThe amendment shaThe amendment sha Check one of the followin _XThe amendment wasThe amendment wasThe amendment wasThe amendment wasThe amendment wasThe amendment was	nue and official publishich it was incorpo- ion is:Dacambs complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the complete, one of the complete, one of the complete one of t	rated is: Act.  or 12, 1924  the following):  ifiling these A  pareholders (or pard of director the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to	in the Department of atat	oerteincorporation of State.
orporation is located for ve The statute by or under w The date of its incorporati Check, and if appropriateXThe amendment shaThe amendment sha Check one of the followin _XThe amendment wasThe amendment wasThe amendment wasThe amendment wasThe amendment wasThe amendment was	nue and official publishich it was incorpo- ion is:Dacambs complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the complete, one of the complete, one of the complete one of t	rated is: Act.  or 12, 1924  the following):  ifiling these A  pareholders (or pard of director the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to	in the Department of atat	oerteincorporation of State.
orporation is located for ve The statute by or under w The date of its incorporati Check, and if appropriateXThe amendment shaThe amendment sha Check one of the followin _XThe amendment wasThe amendment wasThe amendment wasThe amendment wasThe amendment wasThe amendment was	nue and official publishich it was incorpo- ion is:Dacambs complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the complete, one of the complete, one of the complete one of t	rated is: Act.  or 12, 1924  the following):  ifiling these A  pareholders (or pard of director the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to	in the Department of atat	oerteincorporation of State.
orporation is located for ve The statute by or under w The date of its incorporati Check, and if appropriateXThe amendment shaThe amendment sha Check one of the followin _XThe amendment wasThe amendment wasThe amendment wasThe amendment wasThe amendment wasThe amendment was	nue and official publishich it was incorpo- ion is:Dacambs complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the complete, one of the complete, one of the complete one of t	rated is: Act.  or 12, 1924  the following):  ifiling these A  pareholders (or pard of director the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to	in the Department of atat	oerteincorporation of State.
Check one of the following.  The amendment was the amendment ado	nue and official publishich it was incorporate, one of the complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the pted by the corporate	reted is: Act.  M. 12, 1924  the following):  filing these A  pareholders (or  pard of director  the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to	in the Department of at	certain corporate of State Hour 4(a) and (b).
Check one of the following.  The amendment was the amendment ado	nue and official publishich it was incorporate, one of the complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the pted by the corporate	reted is: Act.  Mr. 12, 1924  the following):  filing these A  pareholders (or  pard of director  the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to rs pursuant to 15 Pa.C	in the Department of at	certain corporate of State Hour 4(a) and (b).
Check one of the following.  The amendment was the amendment ado	nue and official publishich it was incorporate, one of the complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the pted by the corporate	reted is: Act.  Mr. 12, 1924  the following):  filing these A  pareholders (or  pard of director  the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to rs pursuant to 15 Pa.C	in the Department of at	certain corporate of State Hour 4(a) and (b).
Check one of the following.  The amendment was the amendment ado	nue and official publishich it was incorporate, one of the complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the pted by the corporate	reted is: Act.  Mr. 12, 1924  the following):  filing these A  pareholders (or  pard of director  the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to rs pursuant to 15 Pa.C	in the Department of at	certain corporate of State Hour 4(a) and (b).
Check one of the following.  The amendment was the amendment ado	nue and official publishich it was incorporate, one of the complete, one of the complete one of the complete one of the complete one of the complete one of the complete, one of the pted by the corporate	reted is: Act.  Mr. 12, 1924  the following):  filing these A  pareholders (or  pard of director  the following):	of April 29, 1874 entil  rticles of Amendment  Date  members) pursuant to rs pursuant to 15 Pa.C	in the Department of at	certain corporate of State Hour 4(a) and (b).

DSCR:15-1918 (Rev 90)-2  8. (Check if the amendment restates  The restated Articles of Incom			and all amendments	thereto.	
IN TESTIMONY WHEREOF, it suthorized officer thereof this	ha undersioned corn		these Articles of Am	3	a duly
		BY: TITLE: Section		gnature) Residen	

# 9761-1 ANHIBIT A

AMENDMENT NO. 1 TO AMENDED AND RESTATED ARTICLES OF INCORPORTION OF HANOVER FOODS CORPORATION

RESOLVED, that the following provisions of Article 5 of the Amended and Restated Articles of Incorporation of Hanover Foods Corporation, under the heading Series C Convertible Preferred Stock, shall be amended to read in full as follows, but in all other respects Article 5 shall remain unchanged:

Change subclause (i)(B), which presently reads:

(B) at least a majority of the trustees of the trust must be persons who qualify as "disinterested directors" of the Corporation under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation;

#### to read:

(B) at least a majority of the trustees of the trust must be persons who qualify, in the opinion of counsel for the Corporation, as "Disinterested Directors" of the Corporation, as hereafter defined.

Change the definition of "Disinterested Directors," which presently reads:

The term "Disinterested Directors" refers to directors of the Corporation who are considered to be "disinterested directors" under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation.

#### to read:

The term "Disinterested Directors" refers to directors of the Corporation who are considered, in the opinion of counsel for the Corporation, to meet any of the following criteria: persons who qualify as "disinterested directors" as defined in Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended; persons who are not "interested" directors as defined in Section 1.23 of The American Law Institute "Principles of Corporate Governance: Analysis and Recommendations" (1994); or persons who qualify as members of an Audit Committee pursuant to Section 303.00 of the New York Stock Exchange's Listed Company Manual. The opinion of counsel for the Corporation as to who is a "Disinterested Director," if rendered in good faith by competent counsel who is not an employee of the Corporation, shall be final, binding and conclusive.

	ME BHD8689	01 10.89	<b>3</b> 2	PACK 16/
icrofilm Number	- 110	Filed with the Dop	andment of State of	JUN 2 5 1998
netry Number 152832		(	1, 20	/
		3,1	secury of the Con	imonwealth
STA		F CORRECTION 38 (New 80)		D
In compliance with the requirements of 1 other person, desiring to correct an inaccurate adocument, heraby states that:	5 Pa.C.S. § 138 record of corpor	i (relating to statement rate or other action or	t of correction) the correct defective	e undersigned association or erroneous execution
The name of the association or other person is	:HANOY	ER FOODS CORPORA	MON	
The (a) address of this association's current re office provider and the county of venus is (the conform to the records of the Department):	gistered office i Department is	n this Commonwealth hereby authorized to	or (b) name of it correct the follow	s commercial registered ing information to
1486 York Street, P. O. Box 334.	Henover	PA	17331	York
Number and Street	City	State	Zip	County
(b) c/o: Name of Commercial Registered Office	a Fravider		and the same supply and th	County
orporation of certain corporations."	: Protectivestal protective mendicular discussion	- the second		n Act to provide for the
Corporation of certain corporations."  The inaccuracy or defect, which appears in Defected in Roll and Film Number 9749  EXHIBIT A that was originally attached to	epertment of St	ate form <u>DSCB:15-</u> et seq., is:	1915 filed o	n <u>6/25/97</u> an
The inaccuracy or defect, which appears in Defected in Roll and Film Number 9749  EXHIBIT A that was originally attached to	epartment of St	ate formDSCB:15- et seq., is: enced filing is hereby	replaced by EXHI	n 6/25/97 an
The inaccuracy or defect, which appears in Derecorded in Roll and Film Number 9749  EXHIBIT A that was originally attached to [Check one of the following]:  x The portion of the document requiring conhereof (The eriginal document to which this attached to the original document to which this state the original document to which this state.	the above-rates  rection in correment relates shall be tement relates an	enced filing is hereby  cted form is set forth e deemed reexecuted their be deemed stricks	replaced by EXHI in Exhibit A attack	BIT A attached hereto.  The desired hereto and made a properties of the Department.
The inaccuracy or defect, which appears in Derecorded in Roll and Film Number 9749  EXHIBIT A that was originally attached to [Check one of the following]:  x The portion of the document requiring conhereof (The eriginal document to which this attached to the original document to which this state the original document to which this state.	the above-rates  rection in correment relates shall be tement relates an	ate formDSCB:15- st seq., is: enced filing is hereby  ted form is set forth e deemed reexecuted) their be deemed reexe all be deemed stricks or other person has co	replaced by EXHI in Exhibit A attack	BIT A attached hereto  hed hereto and made a property of the Department.  ant to be signed by a duh
The inaccuracy or defect, which appears in Derecorded in Roll and Film Number 9749  EXHIBIT A that was originally attached to [Check one of the following]:  x The portion of the document requiring conhereof The original document to which this attached. The original document to which this state.	rection in correction in correction for correction in correction for correction in correction for correction for correction for correction for this	ate formDSCB:15- st seq., is: enced filing is hereby cited form is set forth e deemed reexecuted) their be deemed reexe abl be deemed stricke or other person has come HANOVER FOOD	replaced by EXHI in Exhibit A attack cuted, n from the record sused this statem	n 6/25/97 an BIT A attached hereto
The inaccuracy or defect, which appears in Derecorded in Roll and Film Number 9749  EXHIBIT A that was originally attached to [Check one of the following]:  x The portion of the document requiring conhereof (The eriginal document to which this attached to the original document to which this state the original document to which this state.	repertment of St.  the above-rater  rection in correction	ate formDSCB:15- pt seq., is: enced filing is hereby  cted form is set forth e deemed reascuted) that be deemed reexe and be deemed stricke  HANOVER FOOD  SY: GREY Knis	replaced by EXHI in Exhibit A attack cuted, in from the record sused this statem 18 S CORPORATION (Name ached for signat	BIT A attached hereto  BIT A attached hereto  and the Department.  ant to be signed by a duh  19 98
The inaccuracy or defect, which appears in Derecorded in Roll and Film Number 9749  EXHIBIT A that was originally attached to [Check one of the fellowing]:  x The portion of the document requiring conhereof (The eriginal document to which this state The original document to which this state The original document to which this state	repertment of St.  the above-rater  rection in correction	ate formDSCB:15- st seq., is: enced filing is hereby  cted form is set forth e deemed reaxeuted, thalf be deemed stricks or other person has co day ofiu  HANOYER FOOD	replaced by EXHI in Exhibit A attack cuted, in from the record sused this statem 18 S CORPORATION (Name ached for signat	BIT A attached hereto  BIT A attached hereto  and hereto and made a property of the Department.  ant to be signed by a during the property of the proper
The inaccuracy or defect, which appears in Defected in Roll and Film Number 9749  EXNIBIT A that was originally attached to [Check one of the following]:  x The portion of the document requiring conhercof The original document to which this attached to the original document to which this state.	repertment of St.  the above-rater  rection in correction	ate formDSCB:15- pt seq., is: enced filing is hereby  cted form is set forth e deemed reascuted) that be deemed reexe and be deemed stricke  HANOVER FOOD  SY: GREY Knis	replaced by EXHI in Exhibit A attack cuted, in from the record sused this statem 18 S CORPORATION (Name ached for signat	BIT A attached hereto  BIT A attached hereto  and the Department.  ant to be signed by a duh  19 98
The inaccuracy or defect, which appears in Defected in Roll and Film Number 9749  EXMISIT A that was originally attached to [Check one of the following]:  x The portion of the document requiring contereof The original document to which this state. The original document to which this state.	repertment of St.  the above-rater  rection in correction	ate formDSCB:15- pt seq., is: enced filing is hereby  cted form is set forth e deemed reascuted) that be deemed reexe and be deemed stricke  HANOVER FOOD  SY: GREY Knis	replaced by EXHI in Exhibit A attack cuted, in from the record sused this statem 18 S CORPORATION (Name ached for signat	BIT A attached hereto  BIT A attached hereto  and the Department.  ant to be signed by a duh  19 98
The Inaccuracy or defect, which appears in Defected in Roll and Film Number 9749  EXHIBIT A that was originally attached to EXHIBIT A that was originally attached to Check one of the following):  The portion of the document requiring conhereof The original document to which this state. The original document to which this state in TESTIMONY WHEREOF, the undersign therized officer thereof or otherwise in its name than the state of t	repertment of St.  the above-rater  rection in correction	ate formDSCB:15- pt seq., is: enced filing is hereby  cted form is set forth e deemed reascuted) that be deemed reexe and be deemed stricke  HANOVER FOOD  SY: GREY Knis	replaced by EXHI in Exhibit A attack cuted, in from the record sused this statem 18 S CORPORATION (Name ached for signat	BIT A attached hereto  BIT A attached hereto  and the Department.  ant to be signed by a duh  19 98

Fixed with the Department of State on	UN -25-30 10:45 FRO	H-IILANK PONE SHOOGOOT	10.0002		PAGE
mity Number  STATEMENT OF CORRECTION  DECRETION  OF CORRECTION  OF CORRECTION  OF CORRECTION  OF CORRECTION  OF CORRECTION  In compliance with the requirements of 18 P.A.C.S. 6 138 Institute to statement of correction) the undersigned assessed to the person, desiring to correct an inaccurate record of corporan or other action or correct defective or erromous assessed the person, desiring to correct an inaccurate record of corporan or other action or correct defective or erromous assessed a document, hereby rates that:  The name of the association's current registered efficie in this Commanwealth of list name of its commercial register office provider and the country of venue is give Department is hereby authorized to correct the following information to office provider and the country of venue is give Department:  1480 York Street, P. O. Gex 224. Hangver  PA 17331 York  Number and Street  City Scase 2:p Country  or an association represented by a commercial registered office provider. The security in this deep remove and afficial positication purposes.  In status by or under which it was incorporation of a corporation, is: Art of April 29-1874 solities 'An Act to annotice for incorporation of a corporation, is: Art of April 29-1874 solities 'An Act to annotice for incorporation of a corporation, is: Art of April 29-1874 solities 'An Act to annotice for its provider or defect, which appears in Department of State form DECRIS-1915  PERMINT A that man anishably Attached to the absorberofstapped fillow is hearthy melacular by EXHAIT A strashed herese and made a part of the decument requiring correction in corrected form is set forth in Exhibit A attached herese and made a part of the articles of incorporation of a corporation, is: Art of April 29-1874 solities 'An Act to annotice the solities of the provider of		The state of the s	(1) . 10 1 10 2		
Bearviery of the Commenweeth  STATEMENT OF CORRECTION  DECRETION  In compliance with the requirements of 18 Pa.C.S. 6 138 (relating to statement of correction) the underlined seems of the person, desiring so correct an inaccurate record of corporate or other action or correct defective or erroreous execution and columnar, heavy states that.  The full address of this essociation's current replinance office in this Commenwealth or (b) name of its commential register office provider and the county of values is (the Department in hereby authorised to correct the following information to office provider and the county of values is (the Department in hereby authorised to correct the following information to conferm to the recents of the Department;  1488 York Street, P. O. Bex 334. Menever PA 17331 York  Number and Street City State Zip County  For an essectation represented by a commencial registered office Provider  Country  For an essectation represented by a commencial registered of the preceding library was not be recently in which the settates by or under which it was incorporation of a corporation, is: Act of Arch 22 1874 sutified 'An Arch 18 arthorists for the processing of the part of the articles of incorporation of a corporation, is: Act of Arch 22 1874 sutified 'An Arch 18 arthorists for the processing of the part of the articles of incorporation of a corporation, is: Act of Arch 23 1874 sutified 'An Arch 18 arthorists for the processing of the part of the articles of incorporation of a corporation, is: Act of Arch 23 1874 sutified 'An Arch 18 arthorists for the process of the part of the articles of incorporation of a corporation of a corporation of the processor of the part of the articles of incorporation of the processor of the part of the articles of incorporation of the processor of the part of the articles of incorporation of the processor of the part of t	Akcrofism Humber	CAR ELL	Fired with the Deca	ilment of co	
Secretary of the Communication  STATEMENT OF CORRECTION  DECORATION  In compliance with the requirements of 18 Pa.C.S. 4 138 (relating to statement of correction) the undersigned assection person, desiring to correct an inaccurate record of corporate or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erromous execution of coursent, hereby states that or inaccurate record of corporate or other action or correct defective or erromous execution of coursent, hereby states that of the course of the personnent in hereby authorized to correct the following information to defect on the records of the Department; 1488 York Street, P.O. 8ex 324. Henever PA 17331 York  Number and Street City State Zip County  In undersided and Street City State Zip County  In undersided and Street County  In many of Communical Registered Office Provider  County  In many of Communical Registered Office Provider  Number of County of the security of the county in which the statement in broated for wave and efficial publication purposes.  In statute by or under which it was incurporation of a corporation, is: Act of April 28, 1874 entitled "An Act to according to the proceeding to the extension of the proceeding transcription of a corporation, is: Act of April 28, 1874 entitled "An Act to according to the possibility of the school of the proceeding to the security of defect, which appears in Department of State form DECRETS-1915 Field on \$125/37  In particular of the exclusive consentings.  EXHIBIT A that was acceptable attached to the abstract of the school of the Department of State form to see forth in Exhibit A attached horses and made a personal and decument to which this extension release shall be dearned appeared.  The original decument to which this extension release shall be dearned appeared.  The original decument to which this extension release shall be dearned appeared.  HARQVER FORDS CORPORATION  BY: Corp. The proce	Mily Number		,,,		3 80
In compliance with the requirements of 18 Pa.C.S. § 138 Insisting to atsessment of correction) the undersigned based of the person, desiring to correct an inaccurate record of corporan or other action or correct defective or pronopus execution as document, hereby states that:  The name of the association or other person is:  HAMQVER FORDS CORPORATION  That (a) address of this association's current registered efficie in this Commenvesation or (a) name of his commencial registered office provider and the country of venue is (the Department is hereby authorized to correct the following information to office provider and the country of venue is (the Department is hereby authorized to correct the following information for 1485 yets. Street, P. O. Bex 324. Henever  PA 17331 York  Number and Street  City Scaee 2th Country  For an essociation represented by a commencial registered effice pre-ider, the searchy in (b) shell be deemed the country in which the secretary or description represented by a commencial registered effice pre-ider, the searchy in (b) shell be deemed the country in which the statement is leveled for venue and efficial publication purpasses.  In contrast by or under which it was incorporation of a corporation, is: Act of Asia 23-1874 southed An Ant to strongly for the statement of catago correction in operation of state form DECRISS131 had on \$125137 and the provider of the provider of the section	A A A A A A A A A A A A A A A A A A A	One-execute visioning-space required			
In compliance with the requirements of 18 Pa.C.S. 4 138 Inelating to statement of correction) the undersigned based of the person, designing to correct an inaccurate record of corporate or other action or correct defective or promocus execution as document, hereby states that:  The name of the association or other person in:  HAMQVER FOODS CORPORATION  That (a) defense of this association's current registered office in this Commensionable or (a) name of his commencial registered office provider and the county of vanue is the Department is hereby authorized to correct the following information to office provider and the county of vanue is the Department is hereby authorized to correct the following information for 1485 Volk Street, P. O. Bex 324. Henever PA 17331 York  1485 Volk Street, P. O. Bex 324. Henever PA 17331 York  Number and Street City Street  City Street Zip County  For one execution represented by a commencial registered effice provider. County  For one execution represented by a commencial registered effice provider, the security in bit shell be deemed the county in which the security in breath for venue and efficial publication purpasses.  If a statutes by or under which it was incorporation of a corporation, in: Act of Acris 29 1874 multited "An Act to strongly for the articles of incorporation of a corporation, in: Act of Acris 29 1874 multited "An Act to strongly for the provider of the articles of incorporation of a corporation, in: Act of Acris 29 1874 multited "An Act to strongly for the provider of the articles of incorporation of a corporation of the strength of the articles of incorporation of a corporation of the provider content to which the statement registered form is set forth in Exhibit A stratehed hereby accorded in Red and Film Number 2748 in the statement registered form is set forth in Exhibit A stratehed hereby and hereby (The original decument to which this statement referse what he deemed strictions from the recorded of the Department.  In a strategies of the decument to whic			Section	Hery of the C	) Primer w saleh
In compliance with the requirements of 15 Pa.C.5. 6 138 (relating to statement of correction) the undereigned bases of the person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution and counters, hereby states that:  The name of the association or other person is:  HAMOVER FOODS CORPORATION  That is indices of this association's current registered effice in this Commentwealth or (a) name of its commercial register office provider and the country of venue is (the Department in hereby authorized to correct the following information to office provider and the country of venue is (the Department in hereby authorized to correct the following information to online to the records of the Department.  1486 York Street, P. O. Bex 334. Henever  PA 17331 York  Number and Street  City State 2'by Country  b) c/or;  Neme of Commercial Registered Office Provider  Country  of an essociation represented by a commercial registered effice previder, the sewery in (a) shell be deemed the country in which the security in exception in because of which in was incorporation of a corporation, is: Act of Acrd 32 -1824 southed "An Act to account to the incorporation, is: Act of Acrd 32 -1824 southed "An Act to account to which appears is popartment of State form DECR-15-1915 Field on \$125/37 are interested and firm Number 2748  EXHIBIT A that was animally attached to the share-referenced filling is heathy contacted by EXECRT A attached hereby and efficient the register and comment requiring correction in corrected form is set forth in Exhibit A attached hereby and efficient therefore a which this statement relates shall be deemed responsibility.  The original decomment to which this statement relates shall be deemed responsibility.  HARQVER FOODS CORPORATION  HARQVER FOODS CORPORATION  HARQVER FOODS CORPORATION	•	STATEMENT OF	CORRECTION		and the statement
The name of the association or other person is:  HAMOVER FOODS CORFORATION  The (a) address of this association's current registered effice in this Commenwealth or (a) name of its commercial register of fice provider and the county of venue is (the Department is hereby authorized to correct the following information to office provider and the security of the Department:  1486 York Street, P. O. dex 724. Henever  PA 17331 York  Number and Street  City State 2tp County  In Number and Street  County  In Number and Street  County  In State 2tp County  I		D&C8:18-138 µ	ys- 80i	,	
The name of the association or other person is:  HAMOVER FOODS CORFORATION  The (a) address of this association's current registered effice in this Commenwealth or (a) name of its commercial register of fice provider and the county of venue is (the Department is hereby authorized to correct the following information to office provider and the security of the Department:  1486 York Street, P. O. dex 724. Henever  PA 17331 York  Number and Street  City State 2tp County  In Number and Street  County  In Number and Street  County  In State 2tp County  I	in compliance with the	requirements of 16 Pa.C.S. 6 138 fre	lating to especially		
The name of the association or other person is:  HAMOVER FOODS CORPORATION  The (a) address of this association's current registered office in this Commenwealth or (b) name of its commercial register office provider and the county of venue is (the Department is hereby authorized to correct the following information to 1480 York Street, P. O. Sex 374. Henever  1480 York Street, P. O. Sex 374. Henever  PA 17331 York  Number and Street  City State  Zip County  or on essectation represented by a commercial registered office provider.  Number of Commercial Registered Office Provider  County  or on essectation represented by a commercial registered office provider, the assenty in (b) shell be deemed the county in which the seculation is because for venue and afficial publication purposes.  If statuts by or under which it was incorporated or the proceding Tibing was made, in the case of a filing that does not next the articles of incorporation of a corporation, is, Act of Agril 28, 1874 solities "An Act is accorded for the proceding Tibing was made, in the case of a filing that does not next the articles of incorporation of a corporation, is, Act of Agril 28, 1874 solities "An Act is accorded for the possible of the state of th	a document, heleph states to	tact an inaccurate tecord of corporate	el other striou et co	MACE GREACHA	Misesse bengissend efficiency eff
The fall address of this association's current registered office in this Commentwealth or (a) name of its commercial register coffice provider and the county of venue is (the Department is hereby authorized to correct the following information to 1488 Volk Street, P. O. Bex 334. Henever PA 17331 York  If you want of the Department:  If you want of the Department of the Department of the PA 17331 York  Number and Street City State 2th County  If you want of the American Registered Office Provider County  If you accessitation represented by a commencial registered of five provider, the source in (b) phell be deemed the county in which the seculation is because for venue and afficial publication purposes.  If you are all the articles of incorporation of a corporation, is: Art of Aart 28, 1874 suitified An Act to accessing for the preceding filters was made, in the case of a filing that does not necessary or defect, which appears in Department of State form DSCB:15-1915 Filed on \$/25/37  In independent of the Articles of incorporation of a corporation, is: Art of Aart 28, 1874 suitified An Act to accessing for the preceding filing was made and film Number 28748 of pag., is:  EXHIBIT A that man accessionally attached to the above-referenced filing is hardly replaced by EXHIBIT A strached hereous and made a phereous (The original document to which this stratement release shall be doesned responsible).  The original document to which this stratement release shall be doesned expressional.  The original document to which this stratement release shall be doesned expressional.  HANGYER FOODS CORPORATION  HANGYER FOODS CORPORATION  HANGYER FOODS CORPORATION  HANGYER FOODS CORPORATION	The name of the association	or other person be-	******		
1486 York Street, P. O. Bex 334, Henever PA 17331 York    Number and Street City Scare Zip County		The second construction of the second constructi			hamman gjannigan kalingan sa
1486 York Street, P. O. Bex 334, Henever PA 17331 York    Number and Street City Scare Zip County	The (a) address of this essoc	iation's current registerate office in thi	1 Commenuation	(h)	Managara ustada paratas a Mario de para a managara managara a managara de managara de managara de managara de m
Number and Street  City Scare  Zip County  Name of Communical Registered Office Provider  County  or on association represented by a commercial registered africe previder, the seamy in (b) shell be deemed the county in which the sealurion is lecased for venue and afficial publication purposes.  a statuse by or under which it was incorporated or the proceding Tiling was made, in the case of a filing that does not nextitute a part of the prices of incorporation of a corporation, is: Act of April 29, 1874 smithed "An Act to provide for the possible of a corporation, is: Act of April 29, 1874 smithed "An Act to provide for the possible of a corporation, is: Act of April 29, 1874 smithed "An Act to provide for the possible of a corporation, is: Act of April 29, 1874 smithed "An Act to provide for the possible of a corporation, is: Act of April 29, 1874 smithed "An Act to provide for the possible of a pos			A ynchokysg 10 cou	i lo eman ini Holle i 1980	is commercial registered
Number and Street  City  State  Zip  Geunty  Name of Commission Registered Office Provider  County  or association represented by a commercial registered effice pre-ider, the seamty in (b) shell be deemed the county in which the sociation is breated for venue and afficial publication purposes.  a statuse by or under which it was incorporation of a corporation, is: Art of Arit 29 - 1874 southed "An Art to around for the preceding filing was must, in the cose of a filing that does not nextitute a part of the articles of incorporation of a corporation, is: Art of Arit 29 - 1874 southed "An Art to around for the preceding filing that does not nextitute a part of the articles of incorporation of a corporation, is: Art of Arit 29 - 1874 southed "An Art to around for the preceding of castein presentations."  In the articles of the presentations.  The articles of the following:  The original document to which this estatement release shall be deemed resoccuted).  The original document to which this estatement release shall be deemed striction from the records of the Department.  HANGUER FOODs CORPORATION  Pressel  THE ARTICLES AND THE A	ala				
Name of Commercial Registered Office Provider  County or an esseciation represented by a commercial registered effice previder, the seamty in (b) shell be deemed the county in which the sociation is located for venue and afficial publication purposes.  a status by or under which it was incorporation of the proceding fishing was mude, in the case of a filing that does not netitude a part of the articles of incorporation of a corporation, is: Art of Aarti 22, 1824 shiftled "An Art to archite for the proceding fishing was mude, in the case of a filing that does not netitude a part of the articles of incorporation of a corporation, is: Art of Aarti 22, 1824 shiftled "An Art to archite for the proceding fishing was mude, in the case of a filing that does not not necessary or defect, which appears in Department of State form _DSCB:15-1918	Number and Street	City	Stans	2102	Boliga - Anna Carlotte - Carlotte
County or an esseciation represented by a commercial registered effice provider, the seway in (b) phell be deemed the county in which the societien is located for venue and efficial publication purposes.  It statuse by or under which it was incorporated or the proceeding filing was mude, in the case of a filing that does not settlut a part of the articles of incorporation of a corporation, is: Art of Aart 29, 1874 smithed "An Art to erovide for the pression of catago, esteentians."  In the case of a filing that does not settlut a part of the articles of incorporation of a corporation, is: Art of Aart 29, 1874 smithed "An Art to erovide for the pression of catago, esteentians."  In the settle and film Number 2748  If the man arisinally attached to the above-referenced filing is harder replaced by Exhibit A attached hereto  Opts one of the fellowings:  In particular of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a p hereof (The original document to which this statement release shall be deemed respectived.  The original documents to which this statement release shall be deemed striction from the records of the Department.  If ITTMOSY WHEREOF, the undersigned seegacappen or other person has equivalent to be signed by a duh and officer thereof or otherwise in its name this Open attention from the formation in the name this Open attention of the person has equivalent to be signed by a duh  HARQUER FOODS CORPORATION	o) c/s;			100	County
or an esseciation represented by a commercial registered effice provider, the essenty in (b) shell be deemed the county in which the essellation is brased for versue and afficial publication purposes.  It is statute by or under which it was incorporation of a corporation, is: Act of Asrit 22, 1874 entitled "An Act to account for the preceding filting was musta, in the case of a filting that does not nectically a part of the articles of incorporation of a corporation, is: Act of Asrit 22, 1874 entitled "An Act to accounts for the possible of corporations."  In the commercial publication of a corporation of a corporation, is: Act of Asrit 22, 1874 entitled "An Act to accounts for the possible of corporations."  In the commercial publication of a corporation of a corporation of State formDSCB:15-1915	at coulities Citi	negationed Office Provider			
EXHIBIT A that was anishably attached to the share-referenced filling is heater realecad by EXHIBIT A extended hereto.  Out one of the fellowing):  1.: postion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a phonosof (The original document to which this statement relates shall be deemed restocuted).  The original document to which this statement relates shall be deemed stricten from the records of the Department.  IN :STIMONY WHENEOF, the undersigned assections or other person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this County of the person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this County of the person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this County of the person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this County of the person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this County of the person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this County of the person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this County of the person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this County of the person has equeed the statement to be signed by a dubted of the person has equeed the statement of the person has equeed	e statute by or under which retitute a part of the articles	it was incorporated or the proceeding to of incorporation of a corporation, is:			
EXHIBIT A that was anishably attached to the above-referenced films is hereby realecad by EXHIBIT A extended hereby.  The portion of the document requiring correction in corrected form is set forth in Exhibit A attached herebe and made a phoraed (The original document to which this statement relates shall be doesned respective).  The original document to which this statement relates shall be doesned stricten from the records of the Department.  The original document to which this statement relates shall be doesned stricten from the records of the Department.  IN STIMONY WHENEOF, the undersigned seggistion or other person has equeed this statement to be signed by a dubted officer thereof or otherwise in its name this Only of the ANOVER FOODS CORPORATION  HANGVER FOODS CORPORATION  String Control of the Statement	e statute by or under which natifula a part of the articles possible of cartain concernit	it was incorporated or the proceeding to of incorporation, is:	itins was made, in the 10 of 1	d cose of a f	ins that does not Act to accorde for the
posts one of the following):  [1] parties of the document requiring correction is corrected form is set forth in Exhibit A attached herese and made a phereof (The original document to which this statement relates shall be deemed respective).  The original document to which this statement relates shall be deemed striction from the records of the Department.  IN STEMONY WHENEOF, the undersigned association or other person has easeed this statement to be signed by a dubbed officer thereof or otherwise in its name this Officer thereof of the Department to be signed by a dubbed officer thereof or otherwise in its name this Officer thereof of the Department of t	e statute by or under which natitute a part of the articles possible of carpoin corporati	in was incorporated or the proceeding to of incorporation of a corporation, is: and."  The appears in Department of State for	ins was mude, in 187	d cose of a f	ins that does not Act to accorde for the
hersel (The original document requiring correction in corrected form is set forth in Exhibit A attached herse and made a p hersel (The original document to which this statement reletes shall be doesned respectivel).  The original document to which this statement reletes shall be doesned respectivel.  The original document to which this statement reletes shall be doesned stricten from the records of the Department.  IN :STIMONY WHENEOF, the undersigned association or other person has exceed this statement to be signed by a duh and officer thereof or enhancing in its name this Officer thereof or enhancing in its name this Officer thereof.  HARQVER FOODS CORPORATION  HARQVER FOODS CORPORATION  ST: Out y Enlargy (Supposture)	e statute by or under which natitute a part of the articles possition of satisfa secentalis to inaccuracy or defect, which corded in Red and Film Numb	in was incorporated or the proceeding ? of incorporation of a corporation, is: ans.*  ch appears in Department of State for our \$748.	ións was muda, in 11 ACT 01 April 29, 187 DSCR:15-1918	d cose of a figure of the cose of the figure of the cose of the co	ling that does not . Act to econics for the
The original document requiring correction is corrected form is set forth in Exhibit A attached heree and made a p hereef (The original document to which this statement reletes shall be doesned respectively.  The original document to which this statement reletes shall be doesned respectively.  The original document to which this statement reletes shall be doesned stricten from the records of the Department.  IN _STIMONY WHEREOF, the undersigned association or other person has easeed this statement to be signed by a duh and officer thereof or otherwise in its name this Officer thereof of the Department to be signed by a duh where the other thereof or otherwise in its name this Officer thereof or otherwise in its name this Officer thereof or otherwise in its name this Officer thereof of the Department to be signed by a duh officer thereof or otherwise in its name this Officer thereof of the Officer thereof or otherwise in its name this Officer thereof of the Officer thereof or otherwise in its name this Officer thereof of the Officer thereof o	e statute by or under which natitute a part of the articles paration of carpen connection to inaccuracy or defect, which corded in Red and Film Numb	in was incorporated or the proceeding ? of incorporation of a corporation, is: ans.*  ch appears in Department of State for our \$748.	ións was muda, in 11 ACT 01 April 29, 187 DSCR:15-1918	d cose of a figure of the cose of the figure of the cose of the co	ling that does not . Act to econics for the
The original document to which this statement relates shall be deemed respectived.  The original document to which this statement relates shall be deemed stricten from the records of the Department.  IN :STIMONY WHEREOF, the undersigned association or other person has easeed this statement to be signed by a duhal officer thereof or otherwise in its name this of the day of	e statute by or under which necitute a part of the extictes possition of cartain connecti- te inaccuracy or defect, which conded in Red and Film Numb EXHIBIT A that was existed	in was incorporated or the proceeding ? of incorporation of a corporation, is: ans.*  ch appears in Department of State for our \$748.	ións was muda, in 11 ACT 01 April 29, 187 DSCR:15-1918	d cose of a figure of the cose of the figure of the cose of the co	ling that does not . Act to econica for the
The original document to which this statement relates shall be deemed respectived.  The original document to which this statement relates shall be deemed striction from the records of the Department.  IN :STIMONY WHENEOF, the undereigned association or other person has easeed this statement to be signed by a duhated officer thereof or otherwise in its name this of the day of the statement to be signed by a duhated officer thereof or otherwise in its name this of the day of the statement to be signed by a duhated officer thereof or otherwise in its name this of the statement to be signed by a duhated officer thereof or otherwise in its name this officer the otherwise in its name this officer thereof or otherwise in its name this other in the other in t	e statute by or under which natitute a part of the articles paration of carpen connection which the back one of the fellowings:	in was incorporated or the proceeding ? of incorporation of a corporation, is:	ións was muda, in pl act of Asri 29, 187 inDSCR:18-1918 is:	d cose of a 7 d entitled "Ar hind on	ling that does not Act to execute for the State of the St
IN _STIMONY WHEREOF, the undereigned sessiciption or other person has equeed this statement to be signed by a duh sed officer thereof or enhancing in its name this Officer thereof or enhancing in its name this Officer thereof or enhancing in its name this Officer thereof or enhanced by a duh day of	re statute by or under which natitute a part of the erticles parameter of cartein concernition inscrement or defect, which conded in Roll and Film Number EXHIBIT A that man original rock one of the fellowings:  1. 1:: parties of the decume horse (The erteins decument	in was incorporated or the proceeding ? of incorporation of a corporation, is:	iking was mude, in the color of April 22 18)  a	d southed 'Ar	ling that does not Act to exercise for the St25/27 and T.A. entached hereco.
HANGYER FOODS CORPORATION  BY:  Gary Enladey Ismaurel	e statute by or under which necitute a part of the articles possesses of cartein escenarios inscenses or defect, which corded in Red and Film Number Ather was arising the case of the fellowings:  [1]: portion of the decument The original document.	in was incorporated or the preceding ? of incorporation of a corporation, is: the appears in Department of State for per 2748 with attached to the above-referenced of the state for the	iting was mude, in the case of the case of April 29, 187  DECR:15-1915  is:  Ifine is harder realer  is set forth in Exhibit resecuted)	d southed 'Ar  History  Histor	tins that does not Act to according for the S/25/27 and C. A attached hornes.
HANGYER FOODS CORPORATION  RY:  Outy Enladey Issueurs	e statute by or under which natitute a part of the articles possesses of cartesin exceptation in the articles of the articles possesses of the defect, which conded in Roll and Film Number 1984 A thet was arising particles of the fellowings:  [1] portion of the document of the articles of the ariginal document.	in was incorporated or the preceding ? of incorporation of a corporation, is: the appears in Department of State for per 2748 with attached to the above-referenced of the state for the	iting was mude, in the case of the case of April 29, 187  DECR:15-1915  is:  Ifine is harder realer  is set forth in Exhibit resecuted)	d southed 'Ar  History  Histor	tins that does not Act to according for the Si25/27 and C. A attached harms.
BY: Onry Enladey (Squature)	e statute by or under which natitute a part of the extictes potential of catain escenarities instances or defect, which conded in Red and Film Number EXHIBIT A that man existence the entire of the fellowings:  [.]::: portion of the decument instance of the original decument to with a original decument to with a original decument to with a particular original decument to with a original decument to with a particular original decument or with a particular original decument original decu	in was incorporated or the proceeding ? of incorporation of a corporation, is:  \$15."  th appears in Department of State for ber \$275.8  of accorporation to the above coloranced;  ally attached to the above coloranced;  to which this statement release shall be desirabled this statement release shall be desirabled this statement release shall be desirabled this statement release shall be desirabled.	in the man marker in the control of	field on EXHIA	fine that does not Act to econicie for the S/25/27 and TA estached hereno.
BY: Onry Enladey (Square)	e statute by or under which natitute a part of the extictes potential of catain cateauties in inaccuracy or defect, which corded in Red and Film Number EXHIBIT A that man exists one of the fellowings:  [.]: portion of the decument in exiginal decument to underginal decument	in was incorporated or the proceeding ? of incorporation of a corporation, is:  \$15."  th appears in Department of State for ber \$275.8  of accorporation to the above coloranced;  ally attached to the above coloranced;  to which this statement release shall be desirabled this statement release shall be desirabled this statement release shall be desirabled this statement release shall be desirabled.	in the man marker in the control of	field on EXHIA	fine that does not Act to econicie for the S/25/27 and TA estached hereno.
TITLE:Executive View President, Secretary & Course	re statute by or under which natitute a part of the extictes parameter of cartein escenarios in inacceracy or defect, which conded in Reil and Film Number EXHIBIT A that man existence the decument the engine of the decument. The original decument to under the original decument t	in was incorporated or the proceeding ? of incorporation of a corporation, is: the appears in Department of State for per 2748 with attached to the above-referenced with attached to the above-referenced for the which this statement release shall be derived this estatement release shall be district this estatement release shall be districted in its name this	in the second of	field on field the records of the statement	fine that does not Act to econicie for the S/25/27 and TA estached hereno.
TITLE:Executive View President, Secretary & Course	re statute by or under which natitute a part of the extictes parameter of cartein escenarios in inacceracy or defect, which conded in Reil and Film Number EXHIBIT A that man existence the decument the engine of the decument. The original decument to under the original decument t	in was incorporated or the proceeding ? of incorporation of a corporation, is: the appears in Department of State for per 2748 with attached to the above-referenced with attached to the above-referenced for the which this statement release shall be derived this estatement release shall be district this estatement release shall be districted in its name this	in the second of	field on field the records of the statement	fine that does not Act to econicie for the S/25/27 and TA estached hereno.
	the statute by or under which natitute a part of the extictes presented to extend exception of the extinct of the extinct of the extended in Roll and Film Number of the EKHIBIT A that man exists the extended in the document of the extended of the expired document to extended one of the expired document to extended one of the	in was incorporated or the proceeding ? of incorporation of a corporation, is: the appears in Department of State for per 2748 with attached to the above-referenced with attached to the above-referenced for the which this statement release shall be derived this estatement release shall be district this estatement release shall be districted in its name this	in the second of	field on field the records of the statement	fine that does not Act to econicie for the S/25/27 and TA estached hereno.
	the statute by or under which natitute a part of the extictes presented to extend exception of the extinct of the extinct of the extended in Roll and Film Number of the EKHIBIT A that man exists the extended in the document of the extended of the expired document to extended one of the expired document to extended one of the	in was incorporated or the proceeding ? of incorporation of a corporation, is:  Stat.  The appears in Department of State for appears in Department of State for at seq.  It attached to the elegentestanced in which this statement release shall be der which this statement release shall be directly the undereigned secarcistes and day  HAN	inns was mude, in the art of Aari 28. 187  DECR:15-1918  Is DECR:15-1918  Is as forth in Exhibit respectivel, semest respectivel, semest stricten from of the articles of the	Had on Had on the records of the statement Pomarion is presural in the statement in the sta	And to according for the Ant to according for the Antiached hereto.  A attached hereto.  I hereto and made a per of the Dupertment.  To be signed by a duly 18\$6.

EXHIBIT A

# AMENOED AND RESTATED ARTICLES OF INCORPORATION OF HANOVER FOODS CORPORATION

#### 1. Name

The name of the Corporation is:

Hanover Foods Corporation

### 2. Registered Office

The location and post office address of its current registered office in the Commonwealth of Pennsylvania is:

1486 York Street P.O. Box 334 Hanover, PA 17331

#### 3. Purpose

The purpose or purposes for which the Corporation is incorporated are:

To have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Business Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.

#### 4. Term

The term for which the Corporation is to exist is perpetual.

#### 5. Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is one million,

eight-hundred thousand (1,800,000), consisting of one million, six-hundred and eighty thousand (1,500,000) shares of common stock, par value \$25.00 per share (the "Common Stock"), and one hundred and twenty thousand (120,000) shares of preferred stock, par value \$25.00 per share (the "Preferred Stock").

The Common Stock shall consist of eight-hundred thousand (800,000) shares of Class A Common Stock (the "Class A Common Stock") and eight hundred and eighty thousand (680,000) shares of Class B Common Stock (the "Class B Common Stock"). All shares of the Class A Common Stock and the Class B Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges with respect thereto, except that the holders of the Class B Common Stock shall have voting power for the election of directors and on all other corporate matters, and the holders of the Class A Common Stock shall have no voting power with respect to shares of said stock held by them, except as otherwise required by the Pennsylvania Business Corporation Law of 1988 as amended and except as follows: (i) in the event of a proposed amendment to these Amended and Restated Articles of Incorporation which shall affect adversely the holders of the Class A Common Stock, the holders thereof shall have the right, as a separate class, to one vote on such amendment for each share of such stock held and no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of the Class A Common Stock; (ii) if no dividend be paid on shares of the Class A Common Stock for three (3) consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed; and (iii) in the event any shares of the Series C Convertible Preferred Stock are issued and outstanding and become entitled to vote or consent on a matter which involves a Disputed Change of Board Control (as hereafter defined), each share of Class A Common Stock shall be entitled to one-tenth (1/10) of a vote per share with respect to such matter involving a Disputed Change of Board Control (as hereafter defined), and, in such event, the shares of Class A Common Stock shall vote together with the shares of Class B Common Stock and shares of Series C Convertible Preferred Stock as a single class of stock, and not as a separate class.

The Preferred Stock shall consist of fifteen thousand, two hundred and sixty-eight (15,268) shares of Series A Cumulative Preferred Stock (the "Series A Preferred Stock"), sixteen

thousand, two hundred and sixty-eight (16,268) shares of Series B Cumulative Preferred Stock (the "Series B Preferred Stock"), (the Series A Preferred Stock and the Series B Preferred Stock, collectively, the "Cumulative Preferred Stock"), ten thousand (10,000) shares of Series C Convertible Preferred Stock, and such other shares of Preferred Stock as the Board of Directors may issue up to the total amount authorized.

Holders of Preferred Stock shall have the option to convert, without consideration, any or all such shares held to shares of Class A Common Stock on an equitable basis, which equitable basis shall, in the case of Series C Convertible Preferred Stock, be deemed to be a conversion of one share of Series C Convertible Preferred Stock for one share of Class A Common Stock.

### CUMULATIVE PREFERRED STOCK

The Cumulative Preferred Stock may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation shall have authority, by resolution, to divide any or all of the shares of Cumulative Preferred Stock into one or more series and, with respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

The holders of Cumulative Preferred Stock shall be entitled to receive and the Corporation shall be obliged to pay, but only when and as declared by its Board of Directors and only out of its surplus or net profits, cash dividends at such rate per share per annum for each particular series as shall have been fixed as aforesaid by the Board of Directors, and no more, payable quarterly on the first day of each January, April, July, and October. Such dividends shall be cumulative from the dates as follows: (a) in the case of shares issued prior to the record date for the initial dividend on shares of the series of which such shares shall constitute a part, then from the date fixed as aforesaid for such purpose by the Board of Directors; (b) if

issued during the period commencing immediately after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from such dividend payment date; and (c) otherwise from the dividend payment date next preceding the date of issue of such shares.

The Statement of Amendments filed on September 30, 1971 and on June 25, 1973 under Section 602 of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, which created 8% Cumulative Preferred Stock, Series A, and 8% Cumulative Preferred Stock, Series B, respectively, shall continue in full force and effect hereafter, subject to the provisions of Section 1522 of the Pennsylvania Business Corporation Law of 1988 as amended, and subject to an adjustment of the redemption price and liquidation amount to \$25.25 and \$25.00 per share, respectively, to reflect a four-for-one stock split pursuant to the Certificate of Amendment filed on January 15, 1988. Nothing contained herein shall be construed to adversely affect any share of Cumulative Preferred Stock which is outstanding on the effective date of these Amended and Restated Articles of Incorporation.

So long as any of the Cumulative Preferred Stock shall remain outstanding, no dividend (other than dividends payable in Class A Common Stock or Class B Common Stock, or both) shall be paid on shares of any class which, with respect to payment of dividends or distributions in liquidation, shall rank junior to the Cumulative Preferred Stock, unless all dividends on all outstanding Cumulative Preferred Stock for all past quarterly dividend periods shall have been paid and full dividends thereon for the then current quarterly dividend period declared and a sum sufficient for the payment thereof set apart.

The Corporation, at the option of the Board of Directors, may redeem all or any of the outstanding Cumulative Preferred Stock upon payment in cash in respect of the shares so redeemed of the redemption price fixed as aforesaid by the Board of Directors in respect of the series of which such shares shall constitute a part, plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not such dividends shall have been earned or declared. Any such redemption shall be in such amount, at such place and in such manner as the Board of Directors may determine. In the case of a redemption of less than all the outstanding Cumulative Preferred

Stock, the particular shares to be so redeemed shall be selected by lot. At least 30 days prior to the date fixed for such redemption, written notice thereof shall be mailed by the Corporation to the holders of record of the Cumulative Preferred Stock to be so redeemed, at their respective addresses as the same appear upon the books of the Corporation. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to said notice) all dividends on the Cumulative Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders in the Corporation, except the right to receive the redemption price, shall cease and determine, and such Cumulative Preferred Stock shall not be deemed outstanding for any purpose. All Cumulative Preferred Stock so redeemed shall be canceled and shall not be reissued.

On any voluntary or involuntary liquidation of the Corporation, before any payment or distribution shall be made to the holders of any Class A Common Stock or Class B Common Stock, the holders of the outstanding Cumulative Preferred Stock shall be entitled to be paid the liquidation price fixed at \$25 per share, plus an amount equal to all accumulated and unpaid dividends thereon to the date of such payment, whether or not such dividends shall have been earned or declared.

After such payment shall have been made in full to the holders of Cumulative Preferred Stock, they shall be entitled to no further payment or distribution.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a liquidation within the meaning of this subdivision.

Holders of Cumulative Preferred Stock shall have no voting power in respect to shares of such stock held by them, except as otherwise provided by the Pennsylvania Business Corporation Law of 1988 as amended and except as follows: (i) in the event of a proposed amendment to these Amended and Restated Articl:s of Incorporation which shall affect adversely the holders of Cumulative Preferred Stock, the holders thereof sha'l have the right to one vote on such amendment for each share of such stock held and no such amendment shall be adopted without the

affirmative vote of the holders of a majority of the outstanding shares of Cumulative Preferred Stock, and (ii) if no dividend be paid on shares of Cumulative Preferred Stock for three (3) consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends on such stock is resumed.

## SERIES C CONVERTIBLE PREFERRED STOCK

A total of 10,000 shares of Preferred Stock is hereby designated as Series C Convertible Preferred Stock and shall have the following rights and privileges:

- (i) Such shares may be issued only to trusts which satisfy both of the following conditions:
- (A) the trust must be an employee benefit plan trust of the Corporation which is intended to qualify under the provisions of Section 401 at seq. of the Internal Revenue Code of 1986, as amended, including, but not limited to, the trust which has been established under the so-called Hanover Foods Corporation 401(k) Savings Flan; and
- (B) at least a majority of the trustees of the trust must be persons who qualify as "disinterested directors" of the Corporation under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation;
- (ii) Each share of Series C Convertible Preferred Stock shall be convertible into one share of Class A Common Stock of the Corporation (subject to proportional adjustment in the event of a stock split, stock dividend or other recapitalization of the Class A Common Stock) at the option of the holder thereof, except that such conversion shall automatically occur upon the distribution of the shares of Series C Convertible Preferred Stock to beneficiaries of the employee benefit plan trusts if and when such distribution is made by such trusts. Any shares of Class A Common Stock of the Corporation which are received upon conversion of the Series C Convertible Preferred Stock shall be issued out of the authorized but unissued shares of Class A Common Stock;

16 5-14/4

(iii) Each share of Series C Convertible Preferred Stock shall be entitled to the same dividends or other distributions which are paid per share by the Corporation to holders of Class A Common Stock;

(iv) Each share of Series C Convertible Preferred Stock shall be entitled to a liquidation preference equal to the par value of \$25.00 per share which shall be paid in full prior to a liquidation distribution to the holders of Common Stock. A "merger" or "consolidation" of the Corporation shall not be deemed to be a liquidation.

(v) So long as at least a majority of the trustees of the trust are persons who qualify as Disinterested Directors (as defined below), each share of Series C Convertible Preferred Stock shall be entitled to 35 votes per share (subject to proportional adjustment in the event of a stock split, stock dividend or other recapitalization of the Class B Common Stock) with respect to any matter presented to the holders of Class B Common Stock for a vote or consent which involves a Disputed Change of Board Control (as hereafter defined), but shall not be entitled to vote on any other matter presented to the holders of the Class B Common Stock for a vote or consent. The voting rights of the Series C Convertible Preferred Stock set forth in the immediately preceding sentence shall expire five (5) years after the date on which any of such shares are first issued by the Corporation. The shares of Series C Convertible Preferred Stock shall vote together with the shares of Class B Common Stock and shares of Class A Common Stock as a single class of stock, and not as a separate class. The shares of Series C Convertible Preferred Stock shall not otherwise be entitled to vote in matters presented to holders of the Class B Common Stock. In no event shall the Series C Convertible Preferred Stock be entitled to vote on matters presented to holders of the Class A Common Stock other than a matter which involves a Disputed Change of Board Control as provided herein. Notwithstanding anything to the contrary contained herein, Series C Convertible Preferred Stock shall not be entitled to vote on any proposal (whether or not such proposal involves a Disputed Change of Boar.' Control) if shares of Class A Common Stock are entitled to vote as a separate class on such proposal (except that if a single proposal involves both (A) matters on which the Class A Common Stock is entitled to vote as a separate class and (B) matters on which Class A Common Stock is not so entitled, the single proposal shall be divided

7

9848-HZ

into two proposals, on the first of which the Class A Common Stock is entitled to vote as a separate class and the second of which the Class A Common Stock is not entitled to vote as a separate class, and the Series C Convertible Preferred Stock shall be entitled to vote on the second proposal); if no dividend is paid on shares of Class A Common Stock for three (3) consecutive years, Series C Convertible Preferred Stock shall not be entitled to vote until such time as the payment of dividends is resumed.

The term "Disputed Change of Board Control" refers to any of the following:

- (A) any election of directors of the Corporation in which the slate of directors nominated for election by Disinterested Directors (as hereafter defined) of the Corporation is contested by other nominees, unless the nominees contesting the nominees of the Disinterested Directors are unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.
- (B) any proposal to remove one or more directors of the Corporation which has not been previously approved by the Board of Directors of the Corporation, unless the proposal is unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.
- (C) any proposal, which has not been previously approved by the Board of Directors of the Corporation, to amend these Amended and Restated Articles of Incorporation or the By-laws of the Corporation, or to effectuate a merger, consolidation, division, or sale of substantially all of the assets of the Corporation, unless the proposal is unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B

JUN-3:5-98 18-49 FRON-BLANK ROME BHOREGON

别提升股

Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

If Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime or Elizabeth W. Stick (or their estates, if they are deceased) cease to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation, such persons shall be excluded from the list of persons whose unanimous support in writing is required in clauses (A), (B) and (C) above, but unanimous support in writing of the remaining persons shall still be required. If Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick (and their estates, if they are deceased) all cease to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation, each share of Series C Convertible Preferred Stock shall automatically be converted into Class A Common Stock of the Corporation.

The term "Disinterested Directors" refers to directors of the Corporation who are considered to be "disinterested directors" under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation.

In the event of a dispute as to whether a matter constitutes a "Disputed Change of Board Control," the decision by the Disinterested Directors as to whether or not the matter constitutes a Disputed Change of Board Control shall be final and conclusive in the absence of proof by clear and convincing evidence of bad faith by such Disinterested Directors. A Disinterested Director may abstain on any decision. A decision by a majority of the Disinterested Directors who actually vote on Disinterested Directors.

# REMAINING AUTHORIZED SHARES OF PREFERRED STOCK

The remaining authorized shares of Preferred Stock may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation shall have authority, by resolution, to divide any or all of the shares of Preferred Stock into one or more series and, with

respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

## No Cumulative Voting

The holders of Common Stock of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

# 7. Classification of the Board of Directors

Effective at the annual shareholders meeting to be held in 1997, the Board of Directors shall be divided into four (4) classes, as nearly as equal in number as possible, known as Class A, consisting of one (1) director, Class B, consisting of two (2) directors, Class C, consisting of two (2) directors, and Class D, consisting of two (2) directors. The Class A director shall serve until the annual meeting of shareholders to be held in 1998. At the annual meeting of shareholders to be held in 1998, the Class A director shall be elected for a term of four (4) years and, after expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. The Class B directors shall serve until the annual meeting of shareholders to be held in 1999. At the annual meeting of shareholders to be held in 1999, the Class B directors shall be elected for a term of four (4) years and, after the expiration of such term shall thereafter be elected every four (4) years for four (4) year terms. The Class C directors shall serve until the annual meeting of shareholders to be held in 2000. At the annual meeting of shareholders to be held in 2000, the Class C directors shall be elected for a term of four (4) years and, after the expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. The Class D directors shall serve until the annual meeting of shareholders to be held in 2001. At the annual meeting of shareholders to be held in 2001, the Class D directors shall be elected for a term of four (4) years and, after the expiration of such term, shall thereafter be

10

elected every four (4) years for four (4) year terms. Each director shall serve until his successor shall have been elected and shall qualify, even though his term of office as herein provided has otherwise expired, except in the event of his earlier death, resignation, removal or disqualification. This Article 7, or any portion thereof, may be changed by a by-law amendment which is adopted by all of the then members of the Board of Directors of the Corporation.

#### 8. Severability

If any provision contained in these Amended and Restated Articles of Incorporation requires the affirmative vote of the holders of a majority of Class A Common Stock in order to permit such provision to become legally effective, such provision shall not be deemed legally effective until such affirmative vote is obtained; however, the remaining provisions of these Amended and Restated Articles of Incorporation shall nevertheless continue in full force and effect and shall be enforced to the maximum extent permitted by law.

K: V. VMBy-Large \corrected charger, would